

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

IN RE:

FIRE UP, INC.,

Debtor.

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Chapter 11

CASE NO. 14-10447-TMD

**THIRD AND FINAL APPLICATION OF PACHULSKI STANG ZIEHL & JONES LLP
AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD APRIL 8, 2014 THROUGH JANUARY 31, 2015**

A hearing will be conducted on this matter on March 5, 2015 at 1:30 p.m. in Courtroom No. 1, 903 San Jacinto, Austin, Texas 78701.

If you object to the relief requested, you must respond in writing, specifically answering each paragraph of this pleading. Unless otherwise directed by the court, you must file your response with the clerk of the bankruptcy court within 21 days from the date you were served with this pleading. You must serve a copy of your response on the person who sent you the notice; otherwise, the court may treat the pleading as unopposed and grant the relief requested.

TO THE HONORABLE TONY M. DAVIS, U.S. BANKRUPTCY JUDGE:

Pachulski Stang Ziehl & Jones LLP (“PSZJ” of the “Firm”) counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Fired Up, Inc. (the “Debtor”) submits this *Third and Final Application of Pachulski Stang Ziehl & Jones LLP as Counsel for the Official Committee of Unsecured Creditors for Allowance of Compensation and Reimbursement of Expenses for the Period April 8, 2014 through January 31, 2015* (the “Final Application”)¹, and requests that the Court enter a final order pursuant to sections 330(a) and 331 of Chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016 of the Local Rules of

¹ This Application contains fees and expenses from prior interim periods that were inadvertently not included in the Second Interim Fee Application. This Application also includes a request for reimbursement of Committee Member expenses as discussed herein.

Bankruptcy Practice and Procedure for the Western District of Texas (the “Local Rules”), for (i) allowance of aggregate final compensation for professional services rendered by PSZJ for the period commencing April 8, 2014 through and including January 31, 2015 (the “Final Application Period”) in the amount of \$498,449.32 (which includes a voluntary write-off of \$26,734.18 in fees, representing 5% reductions in fees; (ii) the reimbursement of actual and necessary expenses in the amount of \$32,252.61 (net of write-offs) incurred during the Final Fee Period (which includes the amounts incurred for the Third Interim Period discussed below); and (iii) \$6,411.53 as and for Committee member expense reimbursements.

By this Final Application, PSZJ also seeks final approval and allowance of compensation for the period of October 1, 2014 through January 31, 2015, which has not been approved by the Court on an interim basis (the “Third Interim Fee Period”) in the amount of \$156,542.50, and reimbursement of expenses in the amount of \$9,570.99 for a total of \$166,113.49 during this Third Interim Fee Period, as well as \$2,241.40 as and for Committee member expense reimbursements. These amounts are included in the aggregate \$498,449.32 in total fees and \$26,734.18 total expenses (net of write downs) incurred during by the Firm during this case.

The specific time entries and detailed report of time and expenses incurred during the first and second interim fee periods are as set forth in those previously filed First Interim Fee Application and Second Interim Fee Application. As noted above, the Firm has voluntarily written off a total of \$26,234.18 in fees as well as \$3,252.81 in expenses during the Final Application Period. The voluntary reduction of \$26,234.18 in fees represents 5% of total fees incurred by the Firm during the pendency of this case.

With respect to the Third Interim Fee Period, PSZJ respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Final Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. On March 27, 2014 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Western District of Texas, Austin Division (the “Court”), thereby commencing this chapter 11 case (the “Case”). The Debtor continues in possession of its property and is operating and managing its business as a debtor in possession pursuant to the provisions of 11 U.S.C. §§ 1107(a) and 1108. No trustee or examiner has been appointed in the Debtor’s chapter 11 case.

3. On April 7, 2014, the United States Trustee for Region 7 appointed the Committee to represent the interests of all unsecured creditors in this Case pursuant to section 1102 of the Bankruptcy Code. The members appointed to the Committee are: (i) Ben E. Keith Company, (ii) Wilmington Center, LLC, (iii) Glazier Foods Company, (iv) National Retail Properties, Inc., (v) AEI Income & Growth Fund 24, LLC, and (vi) The Coca-Cola Company. The Appointment of The Official Committee of Unsecured Creditors was filed on April 7, 2014.²

[Docket No. 53]

² Independent Bank was also initially appointed to the Committee but later resigned.

4. On or about June 10, 2014, this Court signed the *Agreed Order Authorizing and Approving the Retention of Pachulski Stang Ziehl & Jones LLP as Counsel for the Official Committee of Unsecured Creditors Effective as of April 8, 2014* (the “Retention Order”) [Docket No. 250]. The Retention Order authorized PSZJ to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

5. On October 21, 2014, the Court signed the *Order Granting Joint Motion to Modify Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016(a) and Local Bankruptcy Rule 1020.1 Establishing Procedures for Interim Monthly Compensation and Reimbursement of Professionals* [Dkt. No. 521] (the “Amended Administrative Order”).

6. Pursuant to the Amended Administrative Order, the Debtor shall not be required to immediately pay fees approved to the Committee’s Professionals, including PSZJ, upon approval of Interim Fee Applications. Instead, such fees shall be payable from the GUC Trust to be created by the Debtor’s Plan of Reorganization.

7. The Amended Administrative Order also provides that commencing with the period ending June 30, 2014 and at three-month intervals thereafter, each of the Professionals shall file with the Court an interim application (the “Interim Fee Applications”) for allowance of the amounts sought in its monthly fee applications for that period.

8. On August 1, 2014, PSZJ filed its *First Interim Application of Pachulski Stang Ziehl & Jones LLP as Counsel for the Official Committee of Unsecured Creditors for*

Allowance of Compensation and Reimbursement of Expenses for the Period April 8, 2014 through June 30, 2014 (the “First Interim Fee Application”) [Docket No. 369].

9. On September 19, 2014, the Court entered an order granting the First Interim Fee Application and authorizing payment to the Firm of all unpaid amounts due under the First Interim Fee Application (the “First Interim Fee Order”) [Docket No. 465].

10. On October 31, 2014, PSZJ filed its *Second Interim Application of Pachulski Stang Ziehl & Jones LLP as Counsel for the Official Committee of Unsecured Creditors for Allowance of Compensation and Reimbursement of Expenses for the Period July 1, 2014 through September 30, 2014* (the “Second Interim Fee Application”) [Docket No. 557]. On February 4, 2015 the Court entered an order granting the *Second Interim Fee Application and authorizing payment to the Firm of all unpaid amounts due under the First Interim Fee Application* (the “Second Interim Fee Order”) [Docket No. 678].

11. On December 19, 2014 the Court entered an order confirming the *Debtor and the Unsecured Creditor Committee’s Amended Joint Plan of Reorganization*, dated October 29, 2014 (the “Plan”). The Plan became effective on February 1, 2015 (the “Effective Date”).

12. To date, the Firm has received \$133,123.92 after the Effective Date representing 70% of approved fees and approved 100% of expenses awarded on an interim basis due pursuant to the First Interim Fee Order and Second Interim Fee Order.

BILLING RECORDS OF TIME AND EXPENSE

13. Pursuant to Local Rule 2016(a)(1), PSZJ has attached hereto as **Exhibit “A”** and incorporated herein by reference a Fee Application Summary reflecting a

summary description of the services rendered during the Third Interim Fee Period by professional and by category, the total cost of each category of services, the nature and purpose of each category of services rendered, and the results obtained.

14. Attached as **Exhibit “B”** and incorporated herein by reference are copies of contemporaneously-maintained time entries for all services performed by each PSZJ professional who performed services during the Third Interim Fee Period. All time records are maintained in tenth of an hour time increments. Attached hereto as **Exhibit “C”** and incorporated herein by reference is a chart summarizing PSZJ’s fees separated by category and by professional for the Third Interim Fee Period.

15. Attached as **Exhibit “D”** and incorporated herein by reference is a chart summarizing the categories of expenses for which PSZJ is seeking reimbursement and the total amount for each expense category during the Third Interim Fee Period.

16. Attached as **Exhibit “E”** and incorporated herein by reference is a summary of the expenses incurred during the Third Interim Fee Period by the Committee members (“Members”) as well as the Committee expense reimbursement forms, including photocopies of the receipts for the Members’ expenses. The expenses incurred by the Members were in connection with their duties as Members of the Committee. PSZJ seeks reimbursement of expenses incurred by the Members during the Third Interim Fee Period in the amount of \$2,241.40 and final approval of \$4,170.13 in committee expenditures approved by the Court in the Second Interim Fee Application.

17. The expenses incurred by the Members were necessary to permit the effective performance of the Members' duties under section 1103 of the Bankruptcy Code and are reimbursable from the Debtor's estate. *See* 11 U.S.C. § 503(b)(3)(F); *In re First Merchants Acceptance Corp.*, 198 F.3d 394, 397 (3d Cir. 1999); *See also In re Haven Eldercare, LLC*, 382 B.R. 180, 183 (Bankr. D. Conn. 2008) ("The actual and necessary expenses of the lay members of the official unsecured creditors' committee . . . are entitled to treatment as administrative priority claims under Section 503(b)(3)(F)").

18. Attached hereto as **Exhibit "F"** and incorporated herein by reference is a chart summarizing PSZJ's fees separated by category and by professional for the Final Application Period.

DESCRIPTION OF SERVICES RENDERED BY TASK CODE

19. During the Third Interim Fee Period, PSZJ recorded the time spent rendering services in accordance with PSZJ's internal task codes as described herein and as summarized in **Exhibit "C"** attached hereto.

20. Asset Disposition: The Firm reviewed the Debtor's motion to assume various contracts and leases, as well as reviewed the Debtor's motion to approve settlement with FRG.

Fees: \$2,790.00

Hours: 3.60

21. Business Operations: The Firm reviewed the Debtor's operating reports, conferred with FTI regarding amending the schedules of assets and liabilities.

Fees: \$630.00

Hours: .80

22. Case Administration: During the Third Interim Fee Period, the Firm, among other things: (1) maintained a memorandum of critical dates and deadlines; (2) reviewed correspondence and pleadings and forwarded them to appropriate parties; (3) maintained document control regarding docketed and filed matters; and (4) conferred with various attorneys regarding the status of the case.

Fees: \$7,818.50

Hours: 20.00

23. Claims Administration/Objections. During the Third Interim Fee Period, the Firm, among other things: (i) reviewed the Debtor's omnibus objection to claims; (ii) conferred with the committee and counsel re Glazier administrative claims settlement; (iii) reviewed and updated the Debtors claims reconciliation analysis; (iv) reviewed the US Trustee's objection to the Committee/Debtor settlement; and conferred with Debtor's counsel re late filed and rejection damage claims.

Fees: \$13,526.50

Hours: 25.10

24. Creditor Meetings and Communications: The Firm participated in telephonic meetings with the Committee and communicated with Committee members regarding various aspects of the case.

Fees: \$682.50

Hours: .90

25. Executory Contracts: During the Third Interim Fee Period, the Firm reviewed various settlement motions with landlords, reviewed lease rejection orders, as well as a motion to allow a late-filed rejection damages claim by Norwood.

Fees: \$1,256.50

Hours: 2.00

26. Fees of Professionals: During the Third Interim Fee Period, the Firm, among other things: prepared the Firm's and assisted FTI with preparation of monthly fee statements and Second Interim Fee Application, reviewed objections to the amended fee procedures order and proposals, and reviewed the monthly fee statements of the Debtor's professionals.

Fees: \$14,520.00

Hours: 32.10

27. Financing/Cash Collateral: During the Third Interim Fee Period, the Firm, among other things: (i) reviewed Prosperity Bank's exit financing motion and conferred with counsel regarding issues thereto; (ii) attended to issues relating to FRG Capital's adequate protection; reviewed and conferred with counsel re GE Capital's stay relief motion.

Fees: \$5,607.50

Hours: 7.30

28. Hearings: The Firm prepared for and attended various hearings in the case, including the hearings to approve the disclosure statement in connection with the Plan and the Plan confirmation hearing.

Fees: \$4,270.50

Hours: 7.30

29. Litigation: Time billed to this category relates to the selection and appointment of the GUC Trustee as well as finalizing the Liquidating Trust Agreement.

Fees: \$413.00

Hours: .140

30. Non-Working Travel: The Firm billed non-working travel time to Austin at half the professional hourly rate.

Fees: \$8,827.50 (after 50% reduction)

Hours: 23.70

31. Plan and Disclosure Statement: The Firm addressed issues regarding the formation and drafting of the Plan, prepared the ballots for voting on the Plan, and negotiated with the Debtor and other constituents in this case regarding the structure of the Plan. In addition, during the Third Interim Fee Period, the Firm, among other things, (i) reviewed and revised the Committee Plan Support Letter; (ii) conferred with Committee members and counsel regarding plan confirmation issues; and (iii) conferred with counsel regarding the balloting process; (iv) documented and prepared the *Liquidating Trustee Agreement* exhibit to the Plan (the “Liquidating Trust Agreement”); (v) conferred with counsel and the US Trustee regarding the Liquidating Trust Agreement ; (vi) prepared for and attended the plan confirmation hearing; and (vii) attended to the formation of the of the trust pursuant to the Liquidating Trust Agreement, which became effective on the Effective Date.

Fees: \$96,200.00

Hours: 134.50

REASONABLE AND NECESSARY SERVICES

32. The Firm’s charges for its professional services are based upon the time, nature, extent and value of such services, and the cost of comparable services other than in a case under the Bankruptcy Code. The Firm customarily charges its clients only for copying charges, facsimile transmissions, postage, and unusual expenses, i.e., travel, court costs, electronic research and special delivery services, including Federal Express. PSZJ customarily charges \$0.20 per page for photocopying expenses and \$0.10 per page for scanning and printing charges. PSZJ’s photocopying machines automatically record the number of copies made when the person that is doing the copying enters the client’s account number into a device attached to the

photocopier. PSZJ summarizes each client's photocopying charges on a daily basis. Similarly, electronic research, court costs, and messenger, mail and other delivery charges are passed through at actual charge.

33. During the Third Interim Fee Period, PSZJ's billing rates ranged from \$215 to \$825 per hour. The fees charged by PSZJ in this case are billed in accordance with PSZJ's standard billing rates and procedures in effect during the Third Interim Fee Period. As set forth in **Exhibit "A"** and **Exhibit "B"** attached hereto PSZJ's attorneys and paraprofessionals expended 258.70 hours during the Third Interim Fee Period rendering services on behalf of the Committee.

34. The Firm believes that the fees and expenses charged in this case are consistent with awards in other cases in this District. In *In re ANSARCO, LLC*, 751 F.3d 291 (5th Cir. 2014), *cert. granted*, 135 S.Ct. 44 (Oct. 2, 2014), the Fifth Circuit analyzed whether to award a fee enhancement to the law firms of Baker Botts and Jordan, Hyden, Womble, Culbreth & Holzer, P.C. ("Jordan Hyden"). *Id.* at 293. Baker Botts and Jordan Hyden each sought award of lodestar fees and expenses, plus a 20% fee enhancement for the entire case, in addition to fees and expenses for preparing and litigating their final fee applications. *Id.* The bankruptcy court awarded fee enhancements in the amount of \$4.1 million to Baker Botts and \$125,000 to Jordan Hayden based on "rare and exceptional" performance and results by the firms and also found the Baker Botts' rates were approximately 20% below the market rate. *Id.* at 294. With respect to the fee enhancement issue, the Fifth Circuit noted the following:

The [bankruptcy court], however, amply documented its finding by reference to Baker Bott's customary practices, the charges of competitive firms in Texas, and the charges by

comparable firms when representing parties to Chapter 11 cases pending in Texas. Because this court, like the Supreme Court, has not held that reasonable attorneys' fees in federal court have been "nationalized", the bankruptcy court's charts comparing general hourly rates of out-of-state firms and rates charge in cases pending in other circuits are not relevant.

Id. at 297.

35. Thus, the question at bar is whether the case a bar is a "local" case and, if so, what constitutes the locality. In determining the appropriate market rate comparison, courts "are not circumscribed in their analysis by arbitrary geographic limitations. As explained below, the Firm's fees are appropriate regardless of the determination because the Firms' rates are consistent with "charges of competitive firms in Texas, and the charges by comparable firms when representing parties to Chapter 11 cases in Texas." *ASARCO*, 751 F.3d at 297.

36. The 'community' of professionals to which a bankruptcy court properly should look for comparison look is the community of lawyers capable of performing 'similar work.'" *In re ASARCO, LLC*, 2011 WL 2975716 at *20 (Bankr. S.D. Tex. July 20, 2011) (quoting *Transamerican Natural Gas Corp.v. Apata Partnership (In re Fender)*, 12 F.3d, 480, 487 (5th Cir. 1994)).

37. As Judge Clark noted:

This court has observed in an earlier decision that "[m]any bankruptcy cases are more regional or even national than they are local in scope, so that looking solely to the local community range of rates would impose an unnecessarily parochial cap on the case." That observation is still valid, but it is harder today to say what the scope of a case really is, because even an otherwise local case in terms of employees or business operation may be a regional case in terms of its lenders. Courts should exercise some care before denying a given player their chosen choice of counsel based solely on the location (and billing rate) of the lawyer, and imposing local rates can have just that effect.

In re Pan Am Gen. Hosp. LLC, 385 B.R. 855, 874 (Bankr. W.D. Tex. 2008) (quoting *In re Temple Retirement Community, Inc.*, 97 B.R. 333, 342 (Bankr. W.D. Tex. 1989), and *In re El Paso Refinery, L.P.*, 257 B.R. 809, 832 (Bankr. W.D. Tex. 2000)). *See also In re Food Fast Holdings, Ltd.*, 2003 WL 23978338 (Bankr. E.D. Tex. Aug. 13, 2003) (noting that nonexclusive factors to justify the award of “non-local” hourly rates are (i) the regional or national scope of the bankruptcy case; (ii) the unavailability of attorneys with the necessary skills in the local community; and (iii) the complexity of the bankruptcy case) (citing *In re Temple Retirement Community*, 97 B.R. at 342-43).

38. The Debtor’s case is not a local case simply because the corporate headquarters is in Austin. For example, had the Debtor been incorporated in another state, it could have chosen that venue to file its chapter 11 petition regardless of location of its business. *See* 18 U.S.C. § 1408. The venue of the case should not be determinative of the locality of the Debtor. Rather, the breadth of the Debtor’s national and international operations beyond the state of Texas demonstrates that this case is national in scope. As of the Petition Date, the Debtor owned and operated forty-six company-owned stores in seven states (Texas, Arkansas, Colorado, Louisiana, Idaho, Kansas and Missouri). *See Declaration of Creed Ford III in Support of the Debtor’s Petition and First Day Motions* at 2 (emphasis added) [Docket No. 16]. The Debtor also had fifty one franchised or licensed locations in seventeen states (California, Florida, Georgia, Indiana, Kentucky, Michigan, Montana, New Mexico, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, South Dakota, Tennessee, Utah and Washington) and in four countries (Bahrain, Dubai, Egypt and Kuwait). *Id.*

39. Even if the Debtor's case were a "local" case (which it is not) and is analyzed within the narrow scope of attorney rates in Austin, the Firm submits its rates are consistent with rates of "competitive firms in Texas" that have filed cases in Texas. *See ANSARCO*, 751 F.3d at 297. As set forth on **Exhibit "G"** hereto, both the Firm's hourly rates and the Firm's blended rate of \$555.93 (which includes fees voluntarily written off by the Firm) during the Final Application Period are within the range of rates and blended rates charged by certain other law firms in bankruptcy cases in this Texas. Thus, the Firm believes regardless of whether or not the cases are considered local, the Firm's fees are reasonable under either alternative.

40. In accordance with section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable in light of: (a) the complexity of the case; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of those services to the Committee; (e) PSZJ's expertise in the bankruptcy field; and (f) the costs of comparable services in a non-bankruptcy related case.

ACTUAL AND NECESSARY EXPENSES

41. As reflected on **Exhibit "D"** attached hereto, PSZJ incurred \$9,570.99 (net of write-offs to comply with U.S. Trustee expense guidelines in this District) in reimbursable expenses on behalf of the Committee during the Third Interim Fee Period. PSZJ does not make a profit on any reimbursable expenses requested herein.

42. The primary expenses incurred by PSZJ during the Third Interim Fee Period include photocopies, postage charges, courier charges, and electronic legal research. All

entries detailed on **Exhibit “D”** comply with the requirements set forth in Local Rule 2016(a)(3), including an itemization of the expenses according to category and the date the expense was incurred.

43. PSZJ has worked hard to minimize the expenses incurred in this Case. The actual expenses incurred were reasonable, necessary, and tailored to meet the requirements of the Case.

THE COURT SHOULD ALLOW PSZJ’s REQUESTED COMPENSATION

44. Section 331 of the Bankruptcy Code allows for final compensation of professionals and incorporates the factors cited in section 330 of the Bankruptcy Code to guide the Court’s award of such compensation. *See* 11 U.S.C. § 331. Section 330 sets forth the following criteria:

In determining the amount of reasonable compensation to be awarded to an examiner, trustee under Chapter 11, or professional person, the court should consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and

(F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

45. In this case, PSZJ submits that services provided and expenses incurred during the Third Interim Fee Period were, at the time provided, necessary for and beneficial to the Committee and the estate. Further, these services and expenses were in the best interests of the Committee and the estate, and the compensation requested is reasonable in light of the nature, extent, and value of such services.

46. The Fifth Circuit Court of Appeals has considered various additional factors in awarding compensation in a bankruptcy case. *See, e.g., In re First Colonial Corp. of America*, 544 F.2d 1291 (5th Cir. 1977); *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974). The fees and expenses requested by PSZJ in this Application are reasonable based on these factors.

47. Time and Labor Required: The time for which compensation is sought is set forth in detail in the exhibits hereto. In light of the scope of services rendered and the results achieved during the Third Interim Fee Period, the Firm submits that its services and time expenditures are reasonable. The Firm has voluntarily written-off \$9,362.20 in fees and \$2,108.08 in expenses incurred during the Third Interim Fee Period.

48. The Novelty and Difficulty of the Questions Involved: The case included several matters and issues requiring a high degree of knowledge and skill.

49. The Skill Requisite to Perform the Legal Services Properly: The Firm believes its professionals have exhibited a high level of skill in representing the Committee and

dealing with issues and disputes regarding the investigation of assets, litigation, and the negotiation, preparation and confirmation of the Plan.

50. The Preclusion of Other Employment by the Attorney Due to the Acceptance of the Case: The case involved a number of matters and issues that required substantial amounts of time precluding the acceptance of alternative employment as to the many hours worked.

51. The Customary Fee: The compensation the Firm seeks by way of this Application is the customary compensation sought by the Firm and other professionals representing committees and debtors in similar circumstances.

52. Whether the Fee is Fixed or Contingent: The Firm seeks fixed compensation based on the Lodestar formula, which it believes is appropriate in this case.

53. Time Limitations Imposed by the Circumstances: The time demands on the Firm have varied during the Third Interim Fee Period, and have included some periods of time where the Firm's attorneys had to work extensive hours for a number of the matters that arose during the Third Interim Fee Period.

54. The Amount Involved and the Results Obtained: The Firm obtained demonstrable results for its work and the amounts incurred were reasonable and appropriate.

55. The Experience, Reputation and Abilities of the Firm: The experience, reputation, and abilities of the Firm's attorneys are well known and respected in the bankruptcy community.

56. The Undesirability of This Case: This case was not undesirable.

57. The Nature and Length of the Professional Relationship With the Client:

Applicant has represented the Committee since April 8, 2014.

58. Awards in Similar Cases: The award the Firm seeks in this case is similar to awards that counsel has received in similar cases. **Exhibit B** is a copy of the Firm's time reports and records kept in the regular course of business reflecting the services rendered and the expenses incurred by the Firm during the Third Interim Fee Period. The time reports are organized on a daily basis. The Firm is sensitive to issues of "lumping" and, unless time was spent in one time-frame on a variety of different matters for a particular client, separate time entries are set forth in the time reports. The Firm's charges for its professional services are based upon the time, nature, extent and value of such services, and the cost of comparable services in this area, other than in a case under the Bankruptcy Code.

WHEREFORE, PSZJ respectfully requests that the Court (i) approve and allow on a final basis, the aggregate amount of \$156,542.50 in compensation and reimbursement of \$9,570.99 of actual and necessary expenses incurred in connection with such services, for a total interim award of \$166,113.49 for the Third Interim Fee Period of October 1, 2014 through January 31, 2015; (ii) approve and allow on a final basis \$2,241.40 as and for reimbursement of Committee member expenses incurred during the Third Interim Fee Period; (iii) approve and allow as final compensation for the Final Fee Period of April 9, 2014 through January 31, 2015 the aggregate amount of \$498,449.31 in compensation (net of write-offs) and \$32,252.61 of actual and necessary expenses incurred in connection with such services rendered during the Final Fee Period; (iv) approve and allow on a final basis \$6,411.53 as and for reimbursement of Committee

member expenses incurred during the Final Fee Period; and (v) granting PSZJ such other and further relief as may be appropriate.

Dated: February 12, 2015

Respectfully submitted,

/s/ G. James Landon

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***Counsel to the Official Committee of Unsecured
Creditors***

CERTIFICATION

I, Bradford J. Sandler, certify that (1) I have read the Final Application; (2) to the best of my knowledge, information and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought is in conformity with the guidelines set forth in the Local Rules, except as specifically noted in the Final Application; and (3) the compensation and expenses reimbursement requested are billed at rates, in accordance with practices, no less favorable than those customarily employed by PSZJ and generally accepted by PSZJ's clients.

/s/ Bradford J. Sandler

Bradford J. Sandler

CERTIFICATE OF SERVICE

I hereby certify that on the 12th day of February, 2015, a true and correct copy of the foregoing document was sent by ECF notification, electronic mail and/or first class regular mail, to the creditors and parties in interest listed on the attached Master Service List.

/s/ G. James Landon

G. James Landon

EXHIBIT A

(Fee Application Summary)

EXHIBIT A

**FEE APPLICATION SUMMARY
(October 1, 2014 – January 31, 2015)**

CASE NAME: IN RE FIRED UP, INC.

CASE NO. 14-10447-TMD

- I. CLIENT: The Official Committee of Unsecured Creditors
- II. REQUESTING APPLICANT: Pachulski Stang Ziehl & Jones LLP & Members of the Official Committee Of Unsecured Creditors
- III. TOTAL AMOUNT REQUESTED:
1. Fees: \$156,542.50
 2. Expenses: \$9,570.99
 3. Committee Member Expenses: \$2,241.40
 4. Pre-Petition Retainer If Any: Applicant has not received a retainer in this case.
 5. Time Period Covered: October 1, 2014 through January 31, 2015 (the "Third Interim Fee Period")

- IV. BREAKOUT OF CURRENT APPLICATION: See **Exhibit C** hereto

MINIMUM FEE INCREMENTS One tenth of an hour.

EXPENSES: See **Exhibit D** hereto

AMOUNT ALLOCATED FOR PREPARATION OF THIS FEE APPLICATION

Approximately 12 hours at \$6,250. The Firm has voluntarily written-off \$11,273.08 in fees and expenses during the Third Interim Fee Period. The blended rate for attorneys and paraprofessionals during the Third Interim Fee Period (including the hours written-off) is \$605.11

- V. PRIOR APPLICATIONS

HEARING DATE	PERIOD COVERED	AMOUNT REQUESTED	AMOUNT AUTHORIZED
09/16/14	April 8, 2014 – June 30, 2014	\$211,708.16	\$211,708.16
1208/14	July 1, 2014 - September 30 ,2015	\$164,088.50	\$15,025.96

VI. OTHER CO-EQUAL OR ADMINISTRATIVE CLAIMANTS IN THIS CASE
NAME PARTY REPRESENTED

Explain whether allowance of your Application will or will not result in this estate not being able to pay all co-equal or superior administrative claims in this case.

Other administrative claimants in this case include: Barron & Newburger, P.C. as counsel for the Debtor; Vernon Law Group, PLLC as special counsel for the Debtor; Hajjar, Sutherland & Peters, LLP as special counsel for the Debtor; Unique Strategies Group, Inc. as financial advisor for the Debtor; BKD, LLP and R. Eric Drews as audit accountant and tax professional for the Debtor; Streusand, Landon & Ozburn, LLP as co-counsel for the Committee; and FTI Consulting, Inc. as financial advisor for the Committee.

VII. RESULT OBTAINED

The results obtained during this period include the negotiation, preparation, confirmation and consummation of the Plan. As noted in the Application, the Plan went effective on February 1, 2015, and has been substantially consummated. The Committee believes that the consideration provided under the Plan to satisfy the claims of general unsecured claims represents a favorable outcome to creditors under the circumstances of this case and in light of the alternatives.

EXHIBIT B

(Billing Statements)

Pachulski Stang Ziehl & Jones LLP

919 North Market Street
17th Floor
Wilmington, DE 19801

October 31, 2014

BJS

Invoice 107829

Client 28294

Matter 00002

BJS

RE: Committee Representation

STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 10/31/2014

FEES	\$51,514.00
EXPENSES	\$2,832.45
TOTAL CURRENT CHARGES	\$54,346.45
BALANCE FORWARD	\$397,006.51
LAST PAYMENT	\$0.00
TOTAL BALANCE DUE	\$451,352.96

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Summary of Services by Professional

<u>ID</u>	<u>Name</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
BJS	Sandler, Bradford J.	Partner	775.00	19.30	\$14,957.50
JMF	Fried, Joshua M.	Partner	725.00	18.50	\$13,412.50
LAF	Forrester, Leslie A.	Other	295.00	3.60	\$1,062.00
MLM	McGee, Margaret L.	Paralegal	295.00	4.30	\$1,268.50
PJJ	Jeffries, Patricia J.	Paralegal	295.00	30.80	\$9,086.00
RMS	Saunders, Robert M.	Counsel	325.00	5.70	\$1,852.50
RMS	Saunders, Robert M.	Counsel	650.00	14.30	\$9,295.00
SSC	Cho, Shirley S.	Counsel	725.00	0.80	\$580.00
				<u>97.30</u>	<u>\$51,514.00</u>

Summary of Services by Task Code

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
CA	Case Administration [B110]	5.40	\$2,104.50
CMC	Creditor Mtgs & Communications	0.90	\$682.50
CO	Claims Admin/Objections[B310]	15.70	\$6,241.50
EC	Executory Contracts [B185]	0.50	\$329.50
F	Fees of Professionals	18.00	\$7,452.00
FNC	Financing/Cash Collateral	0.20	\$155.00
H	Hearings	3.20	\$2,155.00
NT	Non-Working Travel	5.70	\$1,852.50
PD	Plan & Disclosure Stmt. [B320]	47.70	\$30,541.50
		<u>97.30</u>	<u>\$51,514.00</u>

Summary of Expenses

<u>Description</u>	<u>Amount</u>
Air Fare [E110]	\$842.20
Airport Parking	\$87.00
Bloomberg	\$233.00
Hotel Expense [E110]	\$743.60
Pacer - Court Research	\$99.40
Reproduction Expense [E101]	\$282.40
Reproduction/ Scan Copy	\$233.50
Travel Expense [E110]	\$311.35
	<u>\$2,832.45</u>

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Case Administration [B110]						
09/02/2014	BJS	CA	Review 2nd amended agenda from B. Barron	0.10	775.00	\$77.50
10/01/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.20	295.00	\$59.00
10/01/2014	MLM	CA	Review and circulate 10/2 hearing agenda	0.10	295.00	\$29.50
10/02/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	295.00	\$29.50
10/03/2014	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings; circulate same	0.50	295.00	\$147.50
10/06/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.20	295.00	\$59.00
10/06/2014	MLM	CA	Coordinate updates to 2002 service lists	0.10	295.00	\$29.50
10/07/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	295.00	\$29.50
10/08/2014	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	295.00	\$29.50
10/13/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	295.00	\$29.50
10/13/2014	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings; circulate same	0.20	295.00	\$59.00
10/13/2014	BJS	CA	Review critical dates and discuss with Margaret L. McGee	0.10	775.00	\$77.50
10/16/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.20	295.00	\$59.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/16/2014	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings	0.20	295.00	\$59.00
10/20/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.20	295.00	\$59.00
10/21/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	295.00	\$29.50
10/21/2014	RMS	CA	Email exchange with J. Landon re pro hac vice motion, review, etc.	0.40	650.00	\$260.00
10/22/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	295.00	\$29.50
10/22/2014	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings; circulate same	0.40	295.00	\$118.00
10/22/2014	BJS	CA	Review critical dates and discuss with Margaret L. McGee	0.10	775.00	\$77.50
10/22/2014	BJS	CA	Review agenda and discuss with Margaret L. McGee	0.10	775.00	\$77.50
10/22/2014	RMS	CA	Email exchange with S. Meisel re my pro hac vice motion.	0.20	650.00	\$130.00
10/23/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	295.00	\$29.50
10/23/2014	RMS	CA	Review and execute pro hac vice motion.	0.20	650.00	\$130.00
10/24/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	295.00	\$29.50
10/27/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	295.00	\$29.50
10/27/2014	RMS	CA	Email exchange with S. Meisel re pro hac vice order.	0.10	650.00	\$65.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/28/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	295.00	\$29.50
10/29/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.20	295.00	\$59.00
10/29/2014	MLM	CA	Coordinate updates to 2002 service lists	0.10	295.00	\$29.50
10/30/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.30	295.00	\$88.50
10/31/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.20	295.00	\$59.00
				<u>5.40</u>		<u>\$2,104.50</u>

Creditor Mtgs & Communications

10/07/2014	JMF	CMC	Telephone call with Committee regarding case issues.	0.30	725.00	\$217.50
10/31/2014	BJS	CMC	Committee call	0.60	775.00	\$465.00
				<u>0.90</u>		<u>\$682.50</u>

Claims Admin/Objections[B310]

09/01/2014	BJS	CO	Review debtor's response to omnibus objection to claims	0.10	775.00	\$77.50
09/02/2014	BJS	CO	Review order regarding Glazier; Various emails with B. Barron regarding same	0.40	775.00	\$310.00
09/02/2014	BJS	CO	Various emails with committee regarding Glazier settlement	0.40	775.00	\$310.00
09/02/2014	BJS	CO	Various emails with S. Murphy regarding Glazier administrative claims	0.30	775.00	\$232.50
09/14/2014	BJS	CO	Review 9019 regarding committee/debtor settlement	0.30	775.00	\$232.50
10/01/2014	PJJ	CO	Update claims analysis based on Debtor's reconciliation.	3.30	295.00	\$973.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/02/2014	PJJ	CO	Work on claims reconciliation update.	8.60	295.00	\$2,537.00
10/08/2014	JMF	CO	Review claims analysis.	0.40	725.00	\$290.00
10/10/2014	PJJ	CO	Review claims analysis and email to J. Fried re same.	0.30	295.00	\$88.50
10/10/2014	JMF	CO	Review claims analysis.	0.60	725.00	\$435.00
10/17/2014	BJS	CO	Review UST objection to 9019 motion	0.30	775.00	\$232.50
10/20/2014	BJS	CO	Review UST objection to committee/debtor settlement	0.10	775.00	\$77.50
10/22/2014	JMF	CO	Review 9019 motion and objection.	0.40	725.00	\$290.00
10/31/2014	BJS	CO	Various emails with committee regarding claim analysis	0.20	775.00	\$155.00
				<u>15.70</u>		<u>\$6,241.50</u>

Executory Contracts [B185]

10/05/2014	BJS	EC	Various emails with B. Kaye regarding Coke	0.10	775.00	\$77.50
10/22/2014	BJS	EC	Various emails with counsel regarding motion to compel	0.10	775.00	\$77.50
10/22/2014	MLM	EC	Research and circulate order re: 365(d)(4) extension to J. Fried	0.10	295.00	\$29.50
10/23/2014	JMF	EC	Review lease assumption orders.	0.20	725.00	\$145.00
				<u>0.50</u>		<u>\$329.50</u>

Fees of Professionals

10/02/2014	LAF	F	Research re: Attorney rates in W.D. Texas.	0.30	295.00	\$88.50
10/02/2014	BJS	F	Various emails with counsel regarding interim fee procedures	0.10	775.00	\$77.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/02/2014	JMF	F	Review fee procedure objection and proposals.	0.30	725.00	\$217.50
10/02/2014	JMF	F	Telephone call with S. Meisel regarding fee procedure objection and proposals and 10/02/2014 hearing.	0.20	725.00	\$145.00
10/06/2014	LAF	F	Research re: Rates in WD Texas cases.	1.80	295.00	\$531.00
10/07/2014	BJS	F	Various emails with Counsel re: fee procedures	0.30	775.00	\$232.50
10/07/2014	JMF	F	Review fee procedures administrative order.	0.20	725.00	\$145.00
10/08/2014	PJJ	F	Review and revise September invoice.	0.20	295.00	\$59.00
10/08/2014	JMF	F	Internal emails regarding revisions to administrative fee procedures.	0.40	725.00	\$290.00
10/09/2014	PJJ	F	Draft monthly fee statement.	0.40	295.00	\$118.00
10/14/2014	JMF	F	Review September fee summary.	0.30	725.00	\$217.50
10/14/2014	PJJ	F	Email to FTI re September fee statement.	0.10	295.00	\$29.50
10/14/2014	PJJ	F	Review and revise September fee statement.	1.30	295.00	\$383.50
10/14/2014	PJJ	F	Draft FTI September fee statement.	0.30	295.00	\$88.50
10/15/2014	JMF	F	Review and edit FTI and PSZJ monthly fee applications.	0.40	725.00	\$290.00
10/15/2014	PJJ	F	Work on PSZJ fee statement.	0.50	295.00	\$147.50
10/15/2014	PJJ	F	Revise PSZJ and FTI fee statements.	0.50	295.00	\$147.50
10/16/2014	LAF	F	Prepare chart of rates for WD Texas cases.	1.00	295.00	\$295.00
10/16/2014	BJS	F	Review SLO fee statement	0.10	775.00	\$77.50
10/20/2014	LAF	F	Research re: Rates in WD Texas.	0.50	295.00	\$147.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/24/2014	PJJ	F	Draft FTI form 2nd interim fee application.	0.30	295.00	\$88.50
10/24/2014	PJJ	F	Draft form PSZJ 2nd interim fee application.	0.30	295.00	\$88.50
10/27/2014	PJJ	F	Work on FTI 2nd interim fee application.	1.80	295.00	\$531.00
10/27/2014	PJJ	F	Work on PSZJ 2nd interim fee application.	2.40	295.00	\$708.00
10/28/2014	PJJ	F	Update PSZJ fee application.	0.20	295.00	\$59.00
10/28/2014	JMF	F	Review and edit fee application.	1.10	725.00	\$797.50
10/28/2014	JMF	F	Telephone calls with P. Jeffries regarding fee application.	0.30	725.00	\$217.50
10/29/2014	PJJ	F	Revise PSZJ Fee Application.	0.60	295.00	\$177.00
10/30/2014	JMF	F	Review fee applications.	0.60	725.00	\$435.00
10/31/2014	BJS	F	Various emails with counsel regarding fee applications	0.20	775.00	\$155.00
10/31/2014	PJJ	F	Revise PSZJ fee application.	0.40	295.00	\$118.00
10/31/2014	PJJ	F	Draft PSZJ fee order.	0.20	295.00	\$59.00
10/31/2014	JMF	F	Review fee application.	0.40	725.00	\$290.00
				<u>18.00</u>		<u>\$7,452.00</u>

Financing/Cash Collateral

09/01/2014	BJS	FNC	Various emails with Debtor/Committee counsel regarding interim compensation, cash collateral	0.20	775.00	\$155.00
				<u>0.20</u>		<u>\$155.00</u>

Hearings

10/23/2014	RMS	H	Appearance at today's hearing.	2.20	650.00	\$1,430.00
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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/29/2014	JMF	H	Prepare for and attend DS hearing.	1.00	725.00	\$725.00
				3.20		\$2,155.00

Non-Working Travel

10/22/2014	RMS	NT	Travel to Austin, Texas for disclosure statement hearing (less time spent working on plan) - plane was delayed due to mechanical problems.	1.50	325.00	\$487.50
10/24/2014	RMS	NT	Travel back to Los Angeles from being in Austin, Texas for disclosure statement hearing.	4.20	325.00	\$1,365.00
				5.70		\$1,852.50

Plan & Disclosure Stmt. [B320]

08/31/2014	BJS	PD	Various emails with B. Barron regarding joint plan	0.10	775.00	\$77.50
09/02/2014	BJS	PD	Various emails with committee regarding plan issues interim compensation order status	0.50	775.00	\$387.50
09/14/2014	BJS	PD	Various emails with Joshua M. Fried regarding plan issues	0.40	775.00	\$310.00
10/01/2014	BJS	PD	Review disclosure statement	1.50	775.00	\$1,162.50
10/01/2014	BJS	PD	Telephone conference with S. Murphy regarding plan issues	0.20	775.00	\$155.00
10/01/2014	BJS	PD	Various emails with B. Lehane regarding plan trustee	0.20	775.00	\$155.00
10/01/2014	BJS	PD	Various emails with committee members regarding plan trustee	0.50	775.00	\$387.50
10/01/2014	BJS	PD	Various emails with S. Sather regarding disclosure statement	0.10	775.00	\$77.50
10/02/2014	BJS	PD	Various emails with counsel regarding disclosure statement hearing	0.50	775.00	\$387.50
10/07/2014	BJS	PD	Various conferences with Committee re: Plan, DS, Liquidating Trustee	1.50	775.00	\$1,162.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/08/2014	RMS	PD	Conference with B. Sandler re disclosure statement hearing.	0.20	650.00	\$130.00
10/15/2014	BJS	PD	Telephone conference with B. Kaye regarding plan issues	0.50	775.00	\$387.50
10/15/2014	BJS	PD	Telephone conference with K. Newman regarding disclosure statement	0.30	775.00	\$232.50
10/15/2014	BJS	PD	Various emails with K. Newman, B. Barron regarding disclosure statement	0.40	775.00	\$310.00
10/17/2014	BJS	PD	Various emails with counsel regarding disclosure statement	0.20	775.00	\$155.00
10/17/2014	BJS	PD	Various emails with Joshua M. Fried regarding disclosure statement hearing	0.20	775.00	\$155.00
10/18/2014	BJS	PD	Various emails with B. Kaye regarding UST objection	0.20	775.00	\$155.00
10/20/2014	RMS	PD	E-mail to B. Sandler for update re disclosure statement hearing.	0.10	650.00	\$65.00
10/20/2014	BJS	PD	Various emails with D. Grasso regarding plan	0.10	775.00	\$77.50
10/21/2014	MLM	PD	Retrieve and circulate objection to disclosure statement to B. Sandler	0.10	295.00	\$29.50
10/21/2014	JMF	PD	Telephone call with B. Sandler regarding 10/23/2014 hearing.	0.30	725.00	\$217.50
10/21/2014	JMF	PD	Telephone call with R. Saunders (.7) and D. Bynam (.7) regarding DS hearing.	1.40	725.00	\$1,015.00
10/21/2014	RMS	PD	Review proposed disclosure statement/plan etc. in preparation for disclosure statement hearing.	2.80	650.00	\$1,820.00
10/21/2014	RMS	PD	Voicemail exchanges and Email exchanges with J. Fried and B. Sandler re disclosure statement hearing.	0.60	650.00	\$390.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/21/2014	RMS	PD	Telephone conference with J. Fried in preparation for disclosure statement hearing.	0.50	650.00	\$325.00
10/21/2014	RMS	PD	Telephone conference with J. Landon in preparation for disclosure statement hearing.	0.20	650.00	\$130.00
10/21/2014	RMS	PD	Email exchange with J. Landon re preparation for disclosure statement hearing.	0.20	650.00	\$130.00
10/21/2014	RMS	PD	Email exchange with M. Kulick re hearing binder for disclosure statement hearing.	0.30	650.00	\$195.00
10/21/2014	RMS	PD	Review of US Trustee's objection to disclosure statement.	0.30	650.00	\$195.00
10/21/2014	JMF	PD	Review Disclosure Statement.	1.10	725.00	\$797.50
10/21/2014	BJS	PD	Telephone conference with Joshua M. Fried regarding disclosure statement hearing	0.30	775.00	\$232.50
10/21/2014	BJS	PD	Review objection to disclosure statement from landlord.	0.30	775.00	\$232.50
10/21/2014	BJS	PD	Telephone conference with Joshua M. Fried regarding disclosure statement issues	0.30	775.00	\$232.50
10/21/2014	BJS	PD	Review UST objection to disclosure statement	0.30	775.00	\$232.50
10/22/2014	JMF	PD	Review OUST objection.	0.30	725.00	\$217.50
10/22/2014	JMF	PD	Review Plan and DS regarding OUST objection.	0.80	725.00	\$580.00
10/22/2014	JMF	PD	Telephone calls with B. Sandler regarding OUST objection.	0.20	725.00	\$145.00
10/22/2014	JMF	PD	Internal emails with R. Saunders regarding DS hearing issues.	0.40	725.00	\$290.00
10/22/2014	JMF	PD	Review Plan regarding ballot and Solicitation issues.	0.40	725.00	\$290.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/22/2014	RMS	PD	Email exchange with J. Fried re any proposed disclosure statement order.	0.10	650.00	\$65.00
10/22/2014	RMS	PD	Email exchange with J. Fried re hearing agenda and review.	0.20	650.00	\$130.00
10/22/2014	RMS	PD	Email exchange with B. Sandler and J. Fried in preparation for tomorrow's disclosure statement hearing.	0.50	650.00	\$325.00
10/22/2014	RMS	PD	Review of documents relating to agenda items while on plane in preparation for tomorrow's hearing.	2.20	650.00	\$1,430.00
10/22/2014	BJS	PD	Various emails with counsel regarding disclosure statement hearing, ballots	0.40	775.00	\$310.00
10/23/2014	JMF	PD	Internal email regarding Disclosure Statement hearing issues (.4); telephone call with R. Saunders regarding same (.2).	0.60	725.00	\$435.00
10/23/2014	RMS	PD	Email exchange with S. Meisel in preparation for today's hearing.	0.20	650.00	\$130.00
10/23/2014	RMS	PD	Conference with S. Meisel at his office in preparation for today's hearing.	0.60	650.00	\$390.00
10/23/2014	RMS	PD	Review of debtor's response to the US Trustee's objection to disclosure statement.	0.50	650.00	\$325.00
10/23/2014	RMS	PD	Email exchange with J. Fried re list of items to address at today's hearing regarding disclosure statement and motion to approve, and related drafting.	0.80	650.00	\$520.00
10/23/2014	RMS	PD	Detailed e-mail re summary of today's hearing for B. Sandler and J. Fried and related e-mails.	0.50	650.00	\$325.00
10/23/2014	RMS	PD	Email exchange with J. Fried re drafting of revised disclosure statement.	0.20	650.00	\$130.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/23/2014	BJS	PD	Conference with B. Kaye regarding liquidating trustee	0.30	775.00	\$232.50
10/23/2014	BJS	PD	Various emails with D. Grasso regarding liquidating trustee	0.30	775.00	\$232.50
10/23/2014	BJS	PD	Various emails with Joshua M. Fried, RS regarding disclosure statement	0.50	775.00	\$387.50
10/24/2014	PJJ	PD	Draft form ballots.	0.80	295.00	\$236.00
10/24/2014	RMS	PD	Email exchange with P. Jeffries re disclosure statement.	0.20	650.00	\$130.00
10/24/2014	JMF	PD	Review/edit ballots.	0.40	725.00	\$290.00
10/24/2014	JMF	PD	Review Disclosure Statement, Plan and mark-up proposed additions to same.	0.80	725.00	\$580.00
10/25/2014	BJS	PD	Various emails with counsel regarding disclosure statement	0.20	775.00	\$155.00
10/26/2014	BJS	PD	Various emails with Joshua M. Fried regarding amended disclosure statement	0.20	775.00	\$155.00
10/27/2014	PJJ	PD	Summarize fees to date for FTI, PSZJ and SLO for Plan reference.	0.20	295.00	\$59.00
10/27/2014	PJJ	PD	Revise ballots.	0.80	295.00	\$236.00
10/27/2014	JMF	PD	Review information/supplements to Disclosure Statement and ballots and revisions to Plan and D.S.	2.20	725.00	\$1,595.00
10/27/2014	JMF	PD	Telephone call with B. Sandler regarding Plan, D.S., ballots.	0.20	725.00	\$145.00
10/27/2014	JMF	PD	Review liquidation summary and notes of and lease rejections.	1.20	725.00	\$870.00
10/27/2014	BJS	PD	Review amended plan, disclosure statement and liquidation analysis	0.60	775.00	\$465.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/27/2014	BJS	PD	Various emails with PSZJ regarding amended plan	0.10	775.00	\$77.50
10/28/2014	PJJ	PD	Work on creating individualized ballots for solicitation.	4.60	295.00	\$1,357.00
10/28/2014	JMF	PD	Review revisions to Plan and DS and Liquidation Analysis.	0.70	725.00	\$507.50
10/28/2014	BJS	PD	Various emails with counsel regarding amended disclosure statement	1.50	775.00	\$1,162.50
10/29/2014	PJJ	PD	Create customized ballots for all voting classes.	2.30	295.00	\$678.50
10/29/2014	BJS	PD	Various emails with counsel regarding amended disclosure statement	0.40	775.00	\$310.00
10/29/2014	BJS	PD	Various emails with D. Grasso regarding confirmation hearing	0.10	775.00	\$77.50
10/29/2014	BJS	PD	Various emails with PSZJ, B. Barron regarding solicitation/ballots	0.20	775.00	\$155.00
10/30/2014	PJJ	PD	Revise ballots.	0.40	295.00	\$118.00
10/30/2014	JMF	PD	Review Ballots.	0.40	725.00	\$290.00
10/30/2014	BJS	PD	Various emails with B. Barron regarding customized ballots	0.20	775.00	\$155.00
10/30/2014	BJS	PD	Various emails with Joshua M. Fried regarding confirmation	0.10	775.00	\$77.50
10/30/2014	BJS	PD	Telephone conference with B. Kaye regarding disclosure statement	0.20	775.00	\$155.00
10/30/2014	BJS	PD	Various emails with PSZJ regarding solicitation	0.20	775.00	\$155.00
10/31/2014	BJS	PD	Various emails with committee members regarding committee support letter	0.30	775.00	\$232.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/31/2014	SSC	PD	Draft plan support letter.	0.80	725.00	\$580.00
10/31/2014	BJS	PD	Various emails with B. Barron regarding plan support letter	0.10	775.00	\$77.50
10/31/2014	BJS	PD	Review and revise committee support letter	0.60	775.00	\$465.00
				<u>47.70</u>		<u>\$30,541.50</u>
TOTAL SERVICES FOR THIS MATTER:						\$51,514.00

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Expenses

10/02/2001	RE2	Reproduction Scan Copy (64 @0.10 Per Page)	6.40
10/01/2014	RE	(18 @0.20 PER PG)	3.60
10/01/2014	RE	(70 @0.20 PER PG)	14.00
10/01/2014	RE2	SCAN/COPY (55 @0.10 PER PG)	5.50
10/01/2014	RE2	SCAN/COPY (42 @0.10 PER PG)	4.20
10/01/2014	RE2	SCAN/COPY (58 @0.10 PER PG)	5.80
10/01/2014	RE2	SCAN/COPY (29 @0.10 PER PG)	2.90
10/01/2014	RE2	Reproduction Scan Copy (27 @0.10 Per Page)	2.70
10/01/2014	RE2	Reproduction Scan Copy (27 @0.10 Per Page)	2.70
10/02/2014	BB	28294.00002 Bloomberg Charges for 10-02-14	20.00
10/02/2014	BB	28294.00002 Bloomberg Charges for 10-02-14	20.00
10/02/2014	BB	28294.00002 Bloomberg Charges for 10-02-14	20.00
10/02/2014	BB	28294.00002 Bloomberg Charges for 10-02-14	20.00
10/02/2014	RE	(1 @0.20 PER PG)	0.20
10/02/2014	RE	(159 @0.20 PER PG)	31.80
10/02/2014	RE2	SCAN/COPY (80 @0.10 PER PG)	8.00
10/02/2014	RE2	Reproduction Scan Copy (45 @0.10 Per Page)	4.50
10/06/2014	BB	28294.00002 Bloomberg Charges for 10-06-14	6.00
10/06/2014	BB	28294.00002 Bloomberg Charges for 10-06-14	0.60
10/06/2014	BB	28294.00002 Bloomberg Charges for 10-06-14	6.00
10/06/2014	BB	28294.00002 Bloomberg Charges for 10-06-14	20.00
10/06/2014	BB	28294.00002 Bloomberg Charges for 10-06-14	6.00
10/06/2014	BB	28294.00002 Bloomberg Charges for 10-06-14	3.00
10/06/2014	RE	(1 @0.20 PER PG)	0.20
10/06/2014	RE	(43 @0.20 PER PG)	8.60
10/06/2014	RE	(2 @0.20 PER PG)	0.40
10/06/2014	RE	(2 @0.20 PER PG)	0.40
10/06/2014	RE	(2 @0.20 PER PG)	0.40
10/06/2014	RE2	SCAN/COPY (68 @0.10 PER PG)	6.80

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10/06/2014	RE2	SCAN/COPY (45 @0.10 PER PG)	4.50
10/06/2014	RE2	SCAN/COPY (52 @0.10 PER PG)	5.20
10/06/2014	RE2	SCAN/COPY (27 @0.10 PER PG)	2.70
10/06/2014	RE2	Reproduction Scan Copy (44 @0.10 Per Page)	4.40
10/07/2014	RE	(3 @0.20 PER PG)	0.60
10/07/2014	RE	(1 @0.20 PER PG)	0.20
10/08/2014	RE	(2 @0.20 PER PG)	0.40
10/08/2014	RE2	SCAN/COPY (16 @0.10 PER PG)	1.60
10/13/2014	RE	(9 @0.20 PER PG)	1.80
10/13/2014	RE	(1 @0.20 PER PG)	0.20
10/14/2014	RE2	SCAN/COPY (23 @0.10 PER PG)	2.30
10/15/2014	RE2	SCAN/COPY (10 @0.10 PER PG)	1.00
10/16/2014	BB	28294.00002 Bloomberg Charges for 10-16-14	20.00
10/16/2014	BB	28294.00002 Bloomberg Charges for 10-16-14	20.00
10/16/2014	BB	28294.00002 Bloomberg Charges for 10-16-14	20.00
10/16/2014	BB	28294.00002 Bloomberg Charges for 10-16-14	20.00
10/16/2014	BB	28294.00002 Bloomberg Charges for 10-16-14	5.40
10/16/2014	BB	28294.00002 Bloomberg Charges for 10-16-14	6.00
10/16/2014	BB	28294.00002 Bloomberg Charges for 10-16-14	20.00
10/16/2014	RE	(24 @0.20 PER PG)	4.80
10/16/2014	RE	(2 @0.20 PER PG)	0.40
10/16/2014	RE	(2 @0.20 PER PG)	0.40
10/20/2014	RE	(3 @0.20 PER PG)	0.60
10/20/2014	RE	(12 @0.20 PER PG)	2.40
10/20/2014	RE	(6 @0.20 PER PG)	1.20
10/21/2014	AF	Air Fare [E110] American Airlines, tkt. 0017501223689, From LAX to AUS, RMS	842.20
10/21/2014	RE	(1 @0.20 PER PG)	0.20
10/21/2014	RE	(13 @0.20 PER PG)	2.60
10/21/2014	RE	(6 @0.20 PER PG)	1.20
10/21/2014	RE	(6 @0.20 PER PG)	1.20

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10/21/2014	RE	(7 @0.20 PER PG)	1.40
10/21/2014	RE	(48 @0.20 PER PG)	9.60
10/21/2014	RE	(159 @0.20 PER PG)	31.80
10/21/2014	RE	(2 @0.20 PER PG)	0.40
10/21/2014	RE	(18 @0.20 PER PG)	3.60
10/21/2014	RE	(6 @0.20 PER PG)	1.20
10/21/2014	RE	(29 @0.20 PER PG)	5.80
10/21/2014	RE	(16 @0.20 PER PG)	3.20
10/21/2014	RE	(2 @0.20 PER PG)	0.40
10/21/2014	RE	(16 @0.20 PER PG)	3.20
10/21/2014	RE	(13 @0.20 PER PG)	2.60
10/21/2014	RE2	SCAN/COPY (2 @0.10 PER PG)	0.20
10/21/2014	RE2	SCAN/COPY (58 @0.10 PER PG)	5.80
10/21/2014	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
10/21/2014	RE2	SCAN/COPY (8 @0.10 PER PG)	0.80
10/21/2014	RE2	SCAN/COPY (2 @0.10 PER PG)	0.20
10/21/2014	RE2	SCAN/COPY (29 @0.10 PER PG)	2.90
10/21/2014	RE2	SCAN/COPY (2 @0.10 PER PG)	0.20
10/21/2014	RE2	SCAN/COPY (3 @0.10 PER PG)	0.30
10/21/2014	RE2	SCAN/COPY (29 @0.10 PER PG)	2.90
10/21/2014	RE2	SCAN/COPY (18 @0.10 PER PG)	1.80
10/21/2014	RE2	SCAN/COPY (42 @0.10 PER PG)	4.20
10/21/2014	RE2	SCAN/COPY (48 @0.10 PER PG)	4.80
10/21/2014	RE2	Reproduction Scan Copy (31@0.10 Per Page)	3.10
10/21/2014	RE2	Reproduction Scan Copy (77 @0.10 Per Page)	7.70
10/21/2014	TE	Travel Expense [E110] Travel Agency Service Fee, RMS	50.00
10/21/2014	TE	Travel Expense [E110] American Airlines, RMS	78.82
10/22/2014	RE	(1 @0.20 PER PG)	0.20
10/22/2014	RE	(22 @0.20 PER PG)	4.40
10/22/2014	TE	Travel Expense [E110] Gogoair Internet Service, RMS	20.95
10/22/2014	TE	Travel Expense [E110] Hudson News, RMS	18.18

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10/22/2014	TE	Travel Expense [E110] American Airlines Inflight, RMS	8.99
10/22/2014	TE	Travel Expense [E110] American Airlines, Baggage Fee, RMS	25.00
10/23/2014	RE	(2 @0.20 PER PG)	0.40
10/23/2014	RE	(1 @0.20 PER PG)	0.20
10/24/2014	AP	Airport Parking, LAX, RMS	87.00
10/24/2014	HT	Hotel Expense [E110] The W Hotel Austin, 2 nights, RMS	743.60
10/24/2014	RE	(10 @0.20 PER PG)	2.00
10/24/2014	RE	(1 @0.20 PER PG)	0.20
10/24/2014	RE2	SCAN/COPY (5 @0.10 PER PG)	0.50
10/24/2014	RE2	SCAN/COPY (5 @0.10 PER PG)	0.50
10/24/2014	RE2	SCAN/COPY (5 @0.10 PER PG)	0.50
10/24/2014	TE	Travel Expense [E110] DNC Travel, RMS	16.16
10/24/2014	TE	Travel Expense [E110] Gogoair Internet Services, RMS	22.68
10/24/2014	TE	Travel Expense [E110] Ebrahim Ibrahim Austin, RMS	37.08
10/24/2014	TE	Travel Expense [E110] American Airlines Inflight, RMS	8.49
10/24/2014	TE	Travel Expense [E110] American Airlines, RMS	25.00
10/27/2014	RE	(1 @0.20 PER PG)	0.20
10/27/2014	RE	(4 @0.20 PER PG)	0.80
10/27/2014	RE2	SCAN/COPY (7 @0.10 PER PG)	0.70
10/27/2014	RE2	SCAN/COPY (36 @0.10 PER PG)	3.60
10/27/2014	RE2	SCAN/COPY (7 @0.10 PER PG)	0.70
10/27/2014	RE2	SCAN/COPY (6 @0.10 PER PG)	0.60
10/27/2014	RE2	SCAN/COPY (62 @0.10 PER PG)	6.20
10/27/2014	RE2	SCAN/COPY (47 @0.10 PER PG)	4.70
10/27/2014	RE2	SCAN/COPY (27 @0.10 PER PG)	2.70
10/27/2014	RE2	SCAN/COPY (29 @0.10 PER PG)	2.90
10/28/2014	RE	(1 @0.20 PER PG)	0.20
10/28/2014	RE	(4 @0.20 PER PG)	0.80
10/28/2014	RE2	SCAN/COPY (21 @0.10 PER PG)	2.10

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10/28/2014	RE2	SCAN/COPY (169 @0.10 PER PG)	16.90
10/28/2014	RE2	SCAN/COPY (47 @0.10 PER PG)	4.70
10/29/2014	RE	(2 @0.20 PER PG)	0.40
10/29/2014	RE	(269 @0.20 PER PG)	53.80
10/29/2014	RE	(3 @0.20 PER PG)	0.60
10/30/2014	RE	(7 @0.20 PER PG)	1.40
10/30/2014	RE	(11 @0.20 PER PG)	2.20
10/30/2014	RE	(1 @0.20 PER PG)	0.20
10/30/2014	RE	(216 @0.20 PER PG)	43.20
10/30/2014	RE	(1 @0.20 PER PG)	0.20
10/30/2014	RE2	SCAN/COPY (174 @0.10 PER PG)	17.40
10/30/2014	RE2	SCAN/COPY (21 @0.10 PER PG)	2.10
10/30/2014	RE2	SCAN/COPY (22 @0.10 PER PG)	2.20
10/30/2014	RE2	Reproduction Scan Copy (168 @0.10 Per Page)	16.80
10/30/2014	RE2	Reproduction Scan Copy (23 @0.10 Per Page)	2.30
10/30/2014	RE2	Reproduction Scan Copy (21 @0.10 Per Page)	2.10
10/30/2014	RE2	Reproduction Scan Copy (48 @0.10 Per Page)	4.80
10/31/2014	PAC	Pacer - Court Research	99.40
10/31/2014	RE	(146 @0.20 PER PG)	29.20
10/31/2014	RE	(2 @0.20 PER PG)	0.40
10/31/2014	RE	(2 @0.20 PER PG)	0.40
10/31/2014	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
10/31/2014	RE2	SCAN/COPY (61 @0.10 PER PG)	6.10
10/31/2014	RE2	SCAN/COPY (12 @0.10 PER PG)	1.20
10/31/2014	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
10/31/2014	RE2	SCAN/COPY (16 @0.10 PER PG)	1.60
10/31/2014	RE2	SCAN/COPY (25 @0.10 PER PG)	2.50
10/31/2014	RE2	SCAN/COPY (2 @0.10 PER PG)	0.20
10/31/2014	RE2	SCAN/COPY (25 @0.10 PER PG)	2.50
10/31/2014	RE2	SCAN/COPY (51 @0.10 PER PG)	5.10
10/31/2014	RE2	SCAN/COPY (42 @0.10 PER PG)	4.20

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10/31/2014	RE2	Reproduction Scan Copy (22 @0.10 Per Page)	2.20
10/31/2014	RE2	Reproduction Scan Copy (65 @0.10 Per Page)	6.50

Total Expenses for this Matter			\$2,832.45
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REMITTANCE ADVICE

Please include this Remittance Advice with your payment

For current services rendered through 10/31/2014

Total Fees	\$51,514.00
Total Expenses	\$2,832.45
Total Due on Current Invoice.....	\$54,346.45

Outstanding Balance from prior Invoices as of 10/31/2014 (May not reflect recent payments)

Invoice Number	Invoice Date	Fees Billed	Expenses Billed	Balance Due
106537	04/30/2014	\$55,703.50	\$2,091.15	\$57,794.65
106538	05/31/2014	\$94,373.00	\$5,419.20	\$99,792.20
106543	06/30/2014	\$59,967.00	\$328.21	\$60,295.21
106867	07/31/2014	\$104,807.75	\$5,189.32	\$109,953.40
107216	08/31/2014	\$31,089.50	\$8,839.47	\$38,911.76
107503	09/30/2014	\$28,191.25	\$2,068.04	\$30,259.29

Total Amount Due on Current and Prior Invoices	\$451,352.96
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Pachulski Stang Ziehl & Jones LLP

919 North Market Street
17th Floor
Wilmington, DE 19801

November 30, 2014

BJS

Invoice 108187

Client 28294

Matter 00002

BJS

RE: Committee Representation

STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 11/30/2014

FEES	\$18,669.50
EXPENSES	\$250.40
TOTAL CURRENT CHARGES	\$18,919.90
BALANCE FORWARD	\$451,352.96
LAST PAYMENT	\$0.00
TOTAL BALANCE DUE	\$470,272.86

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Summary of Services by Professional

<u>ID</u>	<u>Name</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
BJS	Sandler, Bradford J.	Partner	775.00	11.90	\$9,222.50
JMF	Fried, Joshua M.	Partner	725.00	5.70	\$4,132.50
KSN	Neil, Karen S.	Other	215.00	0.30	\$64.50
MLM	McGee, Margaret L.	Paralegal	295.00	6.60	\$1,947.00
PJJ	Jeffries, Patricia J.	Paralegal	295.00	3.90	\$1,150.50
RMS	Saunders, Robert M.	Counsel	650.00	0.30	\$195.00
SSC	Cho, Shirley S.	Counsel	725.00	2.70	\$1,957.50
				<u>31.40</u>	<u>\$18,669.50</u>

Summary of Services by Task Code

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
AD	Asset Disposition [B130]	0.40	\$310.00
CA	Case Administration [B110]	6.00	\$2,082.00
EC	Executory Contracts [B185]	0.80	\$580.00
F	Fees of Professionals	4.40	\$1,796.00
FNC	Financing/Cash Collateral	2.10	\$1,577.50
H	Hearings	1.50	\$1,044.50
L	Litigation	1.40	\$413.00
PD	Plan & Disclosure Stmt. [B320]	14.80	\$10,866.50
		<u>31.40</u>	<u>\$18,669.50</u>

Summary of Expenses

<u>Description</u>	<u>Amount</u>
Pacer - Court Research	\$36.50
Reproduction Expense [E101]	\$99.60
Reproduction/ Scan Copy	\$114.30
	<u>\$250.40</u>

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Asset Disposition [B130]						
11/07/2014	BJS	AD	Various emails with Samuel R. Meisel regarding Megaplex	0.20	775.00	\$155.00
11/17/2014	BJS	AD	Various emails with counsel regarding lease rejection	0.20	775.00	\$155.00
				0.40		\$310.00

Case Administration [B110]

11/03/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.30	295.00	\$88.50
11/03/2014	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings	0.80	295.00	\$236.00
11/04/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	295.00	\$29.50
11/04/2014	BJS	CA	Review agenda and discuss with Joshua M. Fried	0.10	775.00	\$77.50
11/05/2014	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings; circulate same	0.70	295.00	\$206.50
11/05/2014	BJS	CA	Review critical dates and discuss with Margaret L. McGee	0.10	775.00	\$77.50
11/06/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	295.00	\$29.50
11/06/2014	BJS	CA	Review agenda and discuss with Karina K. Yee	0.10	775.00	\$77.50
11/07/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	295.00	\$29.50
11/07/2014	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	295.00	\$29.50
11/10/2014	KSN	CA	Maintain document control.	0.30	215.00	\$64.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/10/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.30	295.00	\$88.50
11/10/2014	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	295.00	\$29.50
11/11/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	295.00	\$29.50
11/11/2014	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings	0.20	295.00	\$59.00
11/12/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.20	295.00	\$59.00
11/12/2014	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings	0.20	295.00	\$59.00
11/14/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	295.00	\$29.50
11/14/2014	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings; circulate same	0.20	295.00	\$59.00
11/18/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	295.00	\$29.50
11/18/2014	BJS	CA	Various emails with committee members regarding voting	0.30	775.00	\$232.50
11/19/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.20	295.00	\$59.00
11/20/2014	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings	0.80	295.00	\$236.00
11/26/2014	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings; circulate same	0.30	295.00	\$88.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/26/2014	BJS	CA	Review critical dates and discuss with Margaret L. McGee	0.10	775.00	\$77.50
				<u>6.00</u>		<u>\$2,082.00</u>

Executory Contracts [B185]

11/13/2014	JMF	EC	Review WRB landlord 9019 regarding lease termination.	0.30	725.00	\$217.50
11/17/2014	JMF	EC	Review rejection motion regarding Idaho property.	0.20	725.00	\$145.00
11/24/2014	JMF	EC	Review 9019 pleadings WRB River and emails regarding 12/01/2014 hearing regarding same.	0.30	725.00	\$217.50
				<u>0.80</u>		<u>\$580.00</u>

Fees of Professionals

11/04/2014	BJS	F	Various emails with counsel regarding fee statements	0.20	775.00	\$155.00
11/04/2014	JMF	F	Review fee application for 12/07/2014 hearing.	0.30	725.00	\$217.50
11/11/2014	PJJ	F	Draft FTI October fee statement.	0.30	295.00	\$88.50
11/11/2014	PJJ	F	Draft PSZJ October fee statement.	0.20	295.00	\$59.00
11/14/2014	PJJ	F	Review and edit October fee statement.	0.80	295.00	\$236.00
11/17/2014	PJJ	F	Update PSZJ October fee statement.	1.40	295.00	\$413.00
11/17/2014	PJJ	F	Update October fee statement for FTI.	0.20	295.00	\$59.00
11/17/2014	JMF	F	Review and edit October monthly fee statement.	0.30	725.00	\$217.50
11/18/2014	PJJ	F	Prepare October fee statements of PSZJ and FTI for distribution.	0.40	295.00	\$118.00
11/25/2014	BJS	F	Telephone conference with Joshua M. Fried regarding fee hearing	0.10	775.00	\$77.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/26/2014	BJS	F	Various emails with J. Landon regarding fee hearing	0.20	775.00	\$155.00
				4.40		\$1,796.00

Financing/Cash Collateral

11/10/2014	JMF	FNC	Review Prosperity Financing motion.	0.30	725.00	\$217.50
11/10/2014	JMF	FNC	Emails regarding issues regarding financing motion.	0.30	725.00	\$217.50
11/10/2014	JMF	FNC	Review plan regarding financing motion.	0.40	725.00	\$290.00
11/10/2014	BJS	FNC	Review Prosperity Bank exit financing motion	0.40	775.00	\$310.00
11/10/2014	BJS	FNC	Various emails with Joshua M. Fried regarding Prosperity Bank motion	0.20	775.00	\$155.00
11/10/2014	BJS	FNC	Review Wells Fargo 9019	0.10	775.00	\$77.50
11/17/2014	BJS	FNC	Various emails with Joshua M. Fried regarding exit financing	0.20	775.00	\$155.00
11/18/2014	BJS	FNC	Various emails with counsel regarding exit financing	0.20	775.00	\$155.00
				2.10		\$1,577.50

Hearings

11/04/2014	JMF	H	Review Megaplex and Glazier motions.	0.40	725.00	\$290.00
11/06/2014	MLM	H	Review and circulate 11/7 hearing agenda	0.10	295.00	\$29.50
11/17/2014	JMF	H	Review 9019 motion.	0.30	725.00	\$217.50
11/19/2014	JMF	H	Telephone call with S. Meisel regarding Prosperity Bank Financing motion.	0.20	725.00	\$145.00
11/25/2014	JMF	H	Telephone call with J. Landon regarding 10/11/2014 and 12/04/2014 hearing issues.	0.30	725.00	\$217.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/25/2014	JMF	H	Telephone call with B. Sandler regarding hearing issues.	0.20	725.00	\$145.00
				<u>1.50</u>		<u>\$1,044.50</u>

Litigation

11/18/2014	MLM	L	Draft notice of selection of GUC Trustee; circulate same; further edits to same	1.20	295.00	\$354.00
11/20/2014	MLM	L	Edit notice of identity of GUC Trustee	0.20	295.00	\$59.00
				<u>1.40</u>		<u>\$413.00</u>

Plan & Disclosure Stmt. [B320]

11/01/2014	BJS	PD	Review and revise Committee Plan Support Letter.	1.00	775.00	\$775.00
11/01/2014	BJS	PD	Various emails with B. Barron regarding Committee Support Letter.	0.10	775.00	\$77.50
11/01/2014	BJS	PD	Various emails with D. Grasso, D. Byrnes regarding Committee Support Letter.	0.10	775.00	\$77.50
11/02/2014	RMS	PD	Email exchange with Bradford J. Sandler regarding my travel to Austin for disclosure statement hearing and update.	0.10	650.00	\$65.00
11/02/2014	BJS	PD	Various emails with D. Grasso regarding confirmation hearing.	0.20	775.00	\$155.00
11/02/2014	BJS	PD	Various emails regarding Sanders, J. Fried regarding disclosure statement	0.20	775.00	\$155.00
11/03/2014	PJJ	PD	Emails from/to Debtor re balloting process.	0.20	295.00	\$59.00
11/03/2014	JMF	PD	Review committee support letter and ballots regarding solicitation.	0.30	725.00	\$217.50
11/03/2014	BJS	PD	Prepare for and conduct call with committee.	0.80	775.00	\$620.00
11/04/2014	PJJ	PD	Email from/to Debtor's counsel re ballots (.1); Prepare Class 7 and general blank ballot per request (.2).	0.40	295.00	\$118.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/04/2014	JMF	PD	Review Ballots and DS order regarding solicitation.	0.60	725.00	\$435.00
11/04/2014	BJS	PD	Various emails with B. Kaye regarding trust	0.10	775.00	\$77.50
11/07/2014	BJS	PD	Various emails with committee regarding plan issues	0.40	775.00	\$310.00
11/10/2014	BJS	PD	Various emails with D. Grasso regarding W. Kaye	0.10	775.00	\$77.50
11/13/2014	BJS	PD	Review and revise trust agreement	1.50	775.00	\$1,162.50
11/15/2014	BJS	PD	Various emails with Shirley S. Cho regarding trust agreement	0.20	775.00	\$155.00
11/17/2014	SSC	PD	Analysis re liquidating trust agreement.	0.30	725.00	\$217.50
11/17/2014	BJS	PD	Telephone conference with F. Farzani regarding plan issues	0.50	775.00	\$387.50
11/17/2014	BJS	PD	Various emails with R. Grasso regarding plan issues	0.10	775.00	\$77.50
11/18/2014	SSC	PD	Draft liquidating trust agreement.	1.50	725.00	\$1,087.50
11/18/2014	SSC	PD	Review and revise liquidating trust agreement.	0.20	725.00	\$145.00
11/18/2014	SSC	PD	Review and revise notice of identity of liquidating trustee.	0.50	725.00	\$362.50
11/18/2014	BJS	PD	Review and revise trust agreement	0.70	775.00	\$542.50
11/18/2014	BJS	PD	Various emails with Shirley S. Cho, Margaret L. McGee regarding trust agreement	0.30	775.00	\$232.50
11/18/2014	BJS	PD	Various emails with B. Barron regarding plan, confirmation hearing	0.20	775.00	\$155.00
11/19/2014	RMS	PD	Email exchange with Joshua M. Fried, Bradford J.	0.20	650.00	\$130.00

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Expenses

11/03/2014	RE	(2 @0.20 PER PG)	0.40
11/03/2014	RE	(2 @0.20 PER PG)	0.40
11/03/2014	RE	(1 @0.20 PER PG)	0.20
11/03/2014	RE	(138 @0.20 PER PG)	27.60
11/03/2014	RE	(12 @0.20 PER PG)	2.40
11/03/2014	RE	(3 @0.20 PER PG)	0.60
11/04/2014	RE	(6 @0.20 PER PG)	1.20
11/04/2014	RE	(6 @0.20 PER PG)	1.20
11/04/2014	RE	(2 @0.20 PER PG)	0.40
11/06/2014	RE	(2 @0.20 PER PG)	0.40
11/06/2014	RE	(24 @0.20 PER PG)	4.80
11/07/2014	RE	(3 @0.20 PER PG)	0.60
11/10/2014	RE	(1 @0.20 PER PG)	0.20
11/10/2014	RE	(23 @0.20 PER PG)	4.60
11/10/2014	RE	(13 @0.20 PER PG)	2.60
11/10/2014	RE	(5 @0.20 PER PG)	1.00
11/10/2014	RE	(25 @0.20 PER PG)	5.00
11/10/2014	RE	(2 @0.20 PER PG)	0.40
11/10/2014	RE	(13 @0.20 PER PG)	2.60
11/10/2014	RE2	SCAN/COPY (168 @0.10 PER PG)	16.80
11/10/2014	RE2	SCAN/COPY (48 @0.10 PER PG)	4.80
11/10/2014	RE2	Reproduction Scan Copy	2.20
11/10/2014	RE2	Reproduction Scan Copy	2.50
11/10/2014	RE2	Reproduction Scan Copy	3.00
11/11/2014	RE	(54 @0.20 PER PG)	10.80
11/11/2014	RE	(2 @0.20 PER PG)	0.40
11/11/2014	RE2	Reproduction Scan Copy	2.80
11/11/2014	RE2	Reproduction Scan Copy	6.00
11/11/2014	RE2	Reproduction Scan Copy	13.50

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11/12/2014	RE	(2 @0.20 PER PG)	0.40
11/12/2014	RE	(1 @0.20 PER PG)	0.20
11/12/2014	RE	(1 @0.20 PER PG)	0.20
11/12/2014	RE	(6 @0.20 PER PG)	1.20
11/12/2014	RE	(8 @0.20 PER PG)	1.60
11/12/2014	RE	(25 @0.20 PER PG)	5.00
11/12/2014	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
11/12/2014	RE2	SCAN/COPY (39 @0.10 PER PG)	3.90
11/12/2014	RE2	SCAN/COPY (71 @0.10 PER PG)	7.10
11/12/2014	RE2	SCAN/COPY (73 @0.10 PER PG)	7.30
11/12/2014	RE2	Reproduction Scan Copy	0.10
11/12/2014	RE2	Reproduction Scan Copy	7.10
11/14/2014	RE	(56 @0.20 PER PG)	11.20
11/14/2014	RE2	SCAN/COPY (26 @0.10 PER PG)	2.60
11/14/2014	RE2	SCAN/COPY (26 @0.10 PER PG)	2.60
11/17/2014	RE2	SCAN/COPY (40 @0.10 PER PG)	4.00
11/17/2014	RE2	SCAN/COPY (62 @0.10 PER PG)	6.20
11/17/2014	RE2	Reproduction Scan Copy	2.60
11/18/2014	RE	(2 @0.20 PER PG)	0.40
11/18/2014	RE	(36 @0.20 PER PG)	7.20
11/18/2014	RE2	SCAN/COPY (2 @0.10 PER PG)	0.20
11/18/2014	RE2	SCAN/COPY (2 @0.10 PER PG)	0.20
11/18/2014	RE2	SCAN/COPY (2 @0.10 PER PG)	0.20
11/18/2014	RE2	SCAN/COPY (28 @0.10 PER PG)	2.80
11/19/2014	RE	(16 @0.20 PER PG)	3.20
11/19/2014	RE	(2 @0.20 PER PG)	0.40
11/19/2014	RE	(4 @0.20 PER PG)	0.80
11/19/2014	RE2	SCAN/COPY (34 @0.10 PER PG)	3.40
11/20/2014	RE2	SCAN/COPY (14 @0.10 PER PG)	1.40
11/20/2014	RE2	SCAN/COPY (27 @0.10 PER PG)	2.70
11/20/2014	RE2	Reproduction Scan Copy	3.00

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11/24/2014	RE2	SCAN/COPY (26 @0.10 PER PG)	2.60
11/26/2014	RE2	Reproduction Scan Copy	2.60
11/30/2014	PAC	Pacer - Court Research	36.50
Total Expenses for this Matter			\$250.40

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REMITTANCE ADVICE

Please include this Remittance Advice with your payment

For current services rendered through 11/30/2014

Total Fees	\$18,669.50
Total Expenses	\$250.40
Total Due on Current Invoice.....	\$18,919.90

Outstanding Balance from prior Invoices as of 11/30/2014 (May not reflect recent payments)

Invoice Number	Invoice Date	Fees Billed	Expenses Billed	Balance Due
106537	04/30/2014	\$55,703.50	\$2,091.15	\$57,794.65
106538	05/31/2014	\$94,373.00	\$5,419.20	\$99,792.20
106543	06/30/2014	\$59,967.00	\$328.21	\$60,295.21
106867	07/31/2014	\$104,807.75	\$5,189.32	\$109,953.40
107216	08/31/2014	\$31,089.50	\$8,839.47	\$38,911.76
107503	09/30/2014	\$28,191.25	\$2,068.04	\$30,259.29
108112	10/31/2014	\$51,514.00	\$2,832.45	\$54,346.45

Total Amount Due on Current and Prior Invoices	\$470,272.86
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Pachulski Stang Ziehl & Jones LLP

919 North Market Street
17th Floor
Wilmington, DE 19801

December 31, 2014

BJS

Invoice 108471

Client 28294

Matter 00002

BJS

RE: Committee Representation

STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 12/31/2014

FEES	\$80,907.50
EXPENSES	\$4,458.24
TOTAL CURRENT CHARGES	\$85,365.74
BALANCE FORWARD	\$470,272.86
LAST PAYMENT	\$0.00
TOTAL BALANCE DUE	\$555,638.60

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Summary of Services by Professional

<u>ID</u>	<u>Name</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
BJS	Sandler, Bradford J.	Partner	387.50	18.00	\$6,975.00
BJS	Sandler, Bradford J.	Partner	775.00	84.60	\$65,565.00
JMF	Fried, Joshua M.	Partner	725.00	8.40	\$6,090.00
KSN	Neil, Karen S.	Other	215.00	1.40	\$301.00
MLM	McGee, Margaret L.	Paralegal	295.00	4.00	\$1,180.00
PJJ	Jeffries, Patricia J.	Paralegal	295.00	2.70	\$796.50
				<u>119.10</u>	<u>\$80,907.50</u>

Summary of Services by Task Code

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
AD	Asset Disposition [B130]	3.20	\$2,480.00
BO	Business Operations	0.60	\$465.00
CA	Case Administration [B110]	5.90	\$2,684.50
CO	Claims Admin/Objections[B310]	9.10	\$7,037.50
F	Fees of Professionals	6.00	\$3,938.00
FNC	Financing/Cash Collateral	5.00	\$3,875.00
H	Hearings	2.30	\$979.50
NT	Non-Working Travel	18.00	\$6,975.00
PD	Plan & Disclosure Stmt. [B320]	69.00	\$52,473.00
		<u>119.10</u>	<u>\$80,907.50</u>

Summary of Expenses

<u>Description</u>	<u>Amount</u>
Air Fare [E110]	\$3,017.90
Pacer - Court Research	\$149.80
Reproduction Expense [E101]	\$441.00
Reproduction/ Scan Copy	\$300.30
Travel Expense [E110]	\$100.00
Westlaw - Legal Research [E106]	\$449.24
	<u>\$4,458.24</u>

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Asset Disposition [B130]						
08/01/2014	BJS	AD	Review UST response to motion to extend	0.30	775.00	\$232.50
08/07/2014	BJS	AD	Review Crossroads objection to motion to assume	0.20	775.00	\$155.00
08/08/2014	BJS	AD	Review MB San Antonio objection to assumption motion	0.20	775.00	\$155.00
08/13/2014	BJS	AD	Review Sprouse objection to assumption motion	0.20	775.00	\$155.00
09/04/2014	BJS	AD	Review motion to reject.	0.10	775.00	\$77.50
09/15/2014	BJS	AD	Various emails with S. Sather regarding 9019 motion	0.30	775.00	\$232.50
09/18/2014	BJS	AD	Telephone conference with B. Barron regarding 9019	0.30	775.00	\$232.50
09/20/2014	BJS	AD	Various emails with S. Sather, B. Barron regarding 9019	0.30	775.00	\$232.50
09/22/2014	BJS	AD	Various emails with S. Sather regarding 9019/FRG	0.30	775.00	\$232.50
09/24/2014	BJS	AD	Various emails with UST, debtor regarding sub rosa plan, settlement motion	0.50	775.00	\$387.50
12/02/2014	BJS	AD	Various emails with Joshua M. Fried regarding motion to assume	0.20	775.00	\$155.00
12/03/2014	BJS	AD	Various emails with J. Landon regarding hearing issues	0.20	775.00	\$155.00
12/05/2014	BJS	AD	Various emails with UST regarding global settlement	0.10	775.00	\$77.50
				3.20		\$2,480.00
Business Operations						
08/22/2014	BJS	BO	Review operating report	0.20	775.00	\$155.00
12/10/2014	BJS	BO	Various emails with FTI regarding amended schedules	0.30	775.00	\$232.50
12/22/2014	BJS	BO	Various emails with UST, debtor regarding monthly operating reports	0.10	775.00	\$77.50
				0.60		\$465.00
Case Administration [B110]						
06/18/2014	KSN	CA	Maintain document control.	0.30	215.00	\$64.50
08/06/2014	BJS	CA	Review critical dates and discuss with Margaret L. McGee	0.10	775.00	\$77.50
08/11/2014	BJS	CA	Prepare for an conduct committee call	1.00	775.00	\$775.00
08/22/2014	BJS	CA	Review agenda and discuss with Margaret L. McGee	0.10	775.00	\$77.50
08/22/2014	BJS	CA	Review critical dates and discuss with Margaret L. McGee	0.10	775.00	\$77.50
08/28/2014	BJS	CA	Review critical dates and discuss with Margaret L. McGee	0.10	775.00	\$77.50
09/03/2014	BJS	CA	Review Agenda and discuss with Margaret L. McGee.	0.10	775.00	\$77.50
09/09/2014	BJS	CA	Review critical dates and discuss with Lynzy	0.10	775.00	\$77.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			McGee.			
09/17/2014	BJS	CA	Telephone conference with Joshua M. Fried regarding hearing results	0.20	775.00	\$155.00
09/25/2014	BJS	CA	Review critical dates and discuss with Margaret L. McGee	0.10	775.00	\$77.50
12/01/2014	KSN	CA	Maintain document control.	0.30	215.00	\$64.50
12/01/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.40	295.00	\$118.00
12/01/2014	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	295.00	\$29.50
12/02/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.20	295.00	\$59.00
12/03/2014	KSN	CA	Prepare hearing binder for 12/8/14 hearing.	0.50	215.00	\$107.50
12/03/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.20	295.00	\$59.00
12/04/2014	KSN	CA	Maintain document control.	0.30	215.00	\$64.50
12/04/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.30	295.00	\$88.50
12/04/2014	BJS	CA	Review amended agenda and discuss with Margaret L. McGee	0.10	775.00	\$77.50
12/05/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	295.00	\$29.50
12/09/2014	PJJ	CA	Download amended schedules from docket and email to FTI.	0.20	295.00	\$59.00
12/09/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	295.00	\$29.50
12/09/2014	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings; circulate same for review	0.40	295.00	\$118.00
12/09/2014	BJS	CA	Review critical dates and discuss with Margaret L. McGee	0.10	775.00	\$77.50
12/10/2014	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	295.00	\$29.50
12/16/2014	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	295.00	\$29.50
12/18/2014	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings; circulate same	0.10	295.00	\$29.50
12/18/2014	BJS	CA	Review critical dates and discuss with Margaret L. McGee	0.10	775.00	\$77.50
				<u>5.90</u>		<u>\$2,684.50</u>

Claims Admin/Objections[B310]

08/08/2014	BJS	CO	Telephone conference with S. Murphy regarding Glazer Foods	0.40	775.00	\$310.00
08/08/2014	BJS	CO	Review debtor's objection to Glazier's 503b9 claim	0.30	775.00	\$232.50
08/09/2014	BJS	CO	Review rejection damage analysis	0.40	775.00	\$310.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/09/2014	BJS	CO	Draft memo to committee regarding claims	0.40	775.00	\$310.00
08/11/2014	BJS	CO	Various emails with B. Barron regarding Coke, Glazier	0.10	775.00	\$77.50
08/11/2014	BJS	CO	Telephone conference with J. Johnson regarding Coke	0.30	775.00	\$232.50
08/11/2014	BJS	CO	Telephone conference with S. Murphy regarding Glazier	0.30	775.00	\$232.50
08/13/2014	BJS	CO	Various emails with PSZJ regarding rejection damage	0.30	775.00	\$232.50
08/20/2014	BJS	CO	Telephone conference with J. Sgoi regarding Glazier	0.20	775.00	\$155.00
08/20/2014	BJS	CO	Telephone conference with S. Murphy regarding Glazier	0.30	775.00	\$232.50
08/20/2014	BJS	CO	Various emails with B. Barron regarding Glazier	0.10	775.00	\$77.50
08/20/2014	BJS	CO	Telephone conference with J. Johnson regarding Coke	0.50	775.00	\$387.50
08/21/2014	BJS	CO	Various emails with Coke regarding assumption	0.30	775.00	\$232.50
09/03/2014	BJS	CO	Various emails with Committee regarding Coke, Glazier.	0.30	775.00	\$232.50
09/04/2014	BJS	CO	Telephone call with J. Johnson regarding Coke claim/settlement.	0.40	775.00	\$310.00
09/18/2014	BJS	CO	Various conferences with B. Kaye, J. Johnson regarding Coke	1.00	775.00	\$775.00
09/18/2014	BJS	CO	Telephone conference with D. Grasso regarding Coke	0.30	775.00	\$232.50
09/18/2014	BJS	CO	Telephone conference with D. Grasso regarding results of call with C. Ford	0.40	775.00	\$310.00
09/29/2014	BJS	CO	Review draft Coke order	0.30	775.00	\$232.50
09/29/2014	BJS	CO	Various emails with committee regarding Coke	0.40	775.00	\$310.00
09/29/2014	BJS	CO	Telephone conference with B. Kaye regarding Coke	0.30	775.00	\$232.50
09/30/2014	BJS	CO	Various emails with B. Kaye regarding Coke	0.40	775.00	\$310.00
09/30/2014	BJS	CO	Review AEI claim	0.50	775.00	\$387.50
09/30/2014	BJS	CO	Telephone conference with B. LeHane regarding plan	0.30	775.00	\$232.50
12/17/2014	JMF	CO	Revoew claims register regarding unsecured claims reconciliation.	0.30	725.00	\$217.50
12/31/2014	BJS	CO	Various emails with V. Knox regarding Fair Harbor	0.30	775.00	\$232.50
				9.10		\$7,037.50

Fees of Professionals

06/19/2014	BJS	F	Various emails with D. Bynum re: fee committee	0.10	775.00	\$77.50
08/02/2014	BJS	F	Review debtors' fee applications	0.20	775.00	\$155.00
08/12/2014	BJS	F	Review and revise amended fee procedures order	0.30	775.00	\$232.50
08/12/2014	BJS	F	Various emails with Joshua M. Fried regarding issues with fee committee procedure	0.30	775.00	\$232.50
08/12/2014	BJS	F	Various emails with counsel regarding fee	0.40	775.00	\$310.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			procedure			
08/13/2014	BJS	F	Various emails with Joshua M. Fried regarding fee procedures	0.10	775.00	\$77.50
08/14/2014	BJS	F	Review 2nd notice of OCPs	0.10	775.00	\$77.50
08/20/2014	BJS	F	Review revised interim comp order	0.10	775.00	\$77.50
08/22/2014	BJS	F	Review UST fee objection to debtor	0.10	775.00	\$77.50
09/03/2014	BJS	F	Various emails to Committee Professionals regarding Debtor's proposal regarding fee escrow.	0.30	775.00	\$232.50
09/03/2014	BJS	F	Various emails with Counsel regarding interim comp order.	0.30	775.00	\$232.50
09/04/2014	BJS	F	Various emails with Debtor's counsel regarding interim comp.	0.40	775.00	\$310.00
09/04/2014	BJS	F	Telephone call with S. Sather regarding interim comp.	0.20	775.00	\$155.00
09/04/2014	BJS	F	Review and revise Interim Comp Order.	0.30	775.00	\$232.50
09/04/2014	BJS	F	Telephone call with J. Fried regarding interim comp.	0.10	775.00	\$77.50
09/16/2014	BJS	F	Various emails with S. Sather regarding fee orders	0.10	775.00	\$77.50
09/17/2014	BJS	F	Various emails with counsel regarding fee orders	0.20	775.00	\$155.00
12/10/2014	MLM	F	Correspondence re: Committee members' expenses	0.10	295.00	\$29.50
12/12/2014	JMF	F	Review Ansarco decision and large Chapter 11 WDTX cases spread sheet.	0.30	725.00	\$217.50
12/14/2014	BJS	F	Various emails with B. Kaye regarding expenses	0.10	775.00	\$77.50
12/15/2014	PJJ	F	Emails from/to SLOLLP re monthly fee statement.	0.20	295.00	\$59.00
12/15/2014	MLM	F	Correspondence re: expense reimbursement form	0.10	295.00	\$29.50
12/16/2014	PJJ	F	Review and revise November fee statement.	0.30	295.00	\$88.50
12/17/2014	PJJ	F	Prepare November fee statement.	0.70	295.00	\$206.50
12/17/2014	JMF	F	Review November fee application and finalize bill regarding same.	0.50	725.00	\$362.50
12/22/2014	BJS	F	Review B&N fee statement	0.10	775.00	\$77.50
				6.00		\$3,938.00

Financing/Cash Collateral

08/07/2014	BJS	FNC	Various emails with B. Rasner regarding FRG adequate protection	0.50	775.00	\$387.50
08/07/2014	BJS	FNC	Review and revise FRG order	0.40	775.00	\$310.00
08/07/2014	BJS	FNC	Various conferences with Joshua M. Fried regarding FRG issues	0.20	775.00	\$155.00
08/09/2014	BJS	FNC	Various emails with Joshua M. Fried regarding FRG	0.30	775.00	\$232.50
08/11/2014	BJS	FNC	Review amended/revised GE order	0.20	775.00	\$155.00
08/12/2014	BJS	FNC	Various emails with committee regarding FRG	0.50	775.00	\$387.50
08/14/2014	BJS	FNC	Various emails with committee regarding FRG Capital	0.30	775.00	\$232.50
08/14/2014	BJS	FNC	Review motion to intervene	0.20	775.00	\$155.00
08/14/2014	BJS	FNC	Various emails with counsel regarding GE	0.30	775.00	\$232.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/14/2014	BJS	FNC	Review GE motion	0.30	775.00	\$232.50
08/19/2014	BJS	FNC	Various emails with counsel regarding GE	0.30	775.00	\$232.50
08/27/2014	BJS	FNC	Review Independent Bank order (proposed)	0.30	775.00	\$232.50
08/27/2014	BJS	FNC	Various emails with counsel regarding Independent Bank financing	0.40	775.00	\$310.00
09/14/2014	BJS	FNC	Review 9019 regarding FRG Capital	0.40	775.00	\$310.00
12/03/2014	BJS	FNC	Various emails with counsel regarding Prosperity Bank	0.20	775.00	\$155.00
12/04/2014	BJS	FNC	Various emails with counsel regarding Prosperity order	0.20	775.00	\$155.00
				5.00		\$3,875.00

Hearings

12/02/2014	JMF	H	Review and summarize motions for 12/04/2014 hearing.	0.40	725.00	\$290.00
12/02/2014	JMF	H	Review objections regarding 12/04/2014 hearing.	0.30	725.00	\$217.50
12/03/2014	MLM	H	Draft index re: 12/8 hearing	0.60	295.00	\$177.00
12/03/2014	MLM	H	Review 12/8 hearing binder	0.10	295.00	\$29.50
12/03/2014	MLM	H	Edit 12/8 hearing index and update binder	0.20	295.00	\$59.00
12/04/2014	MLM	H	Edit index re: 12/8 hearing binder; coordinate updates to same	0.30	295.00	\$88.50
12/05/2014	MLM	H	Edit 12/8 binder index; update binder	0.30	295.00	\$88.50
12/05/2014	MLM	H	Review and circulate 12/8 hearing agenda	0.10	295.00	\$29.50
				2.30		\$979.50

Non-Working Travel

12/07/2014	BJS	NT	Travel to Austin for confirmation hearing	9.00	387.50	\$3,487.50
12/08/2014	BJS	NT	Return travel after confirmation hearing	9.00	387.50	\$3,487.50
				18.00		\$6,975.00

Plan & Disclosure Stmt. [B320]

08/05/2014	BJS	PD	Various emails with committee regarding draft plan issues	0.30	775.00	\$232.50
08/11/2014	BJS	PD	Prepare for debtor/committee call	1.00	775.00	\$775.00
08/12/2014	BJS	PD	Various emails with B. Barron regarding plan	0.20	775.00	\$155.00
08/12/2014	BJS	PD	Review draft plan	0.80	775.00	\$620.00
08/13/2014	BJS	PD	Review and revise joint plan	1.80	775.00	\$1,395.00
08/13/2014	BJS	PD	Various conferences with Shirley S. Cho regarding joint plan	0.30	775.00	\$232.50
08/19/2014	BJS	PD	Various emails with committee regarding plan issues	0.30	775.00	\$232.50
08/21/2014	BJS	PD	Prepare for an conduct committee call	1.00	775.00	\$775.00
08/21/2014	BJS	PD	Telephone conference with B. Kaye regarding plan	0.30	775.00	\$232.50
08/22/2014	BJS	PD	Various emails with Shirley S. Cho regarding plan	0.20	775.00	\$155.00
08/22/2014	BJS	PD	Telephone conference with F. Farzani regarding plan terms	0.40	775.00	\$310.00
08/22/2014	BJS	PD	Various emails with B. Barron regarding property	0.10	775.00	\$77.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			Bank			
08/23/2014	BJS	PD	Begin drafting trust document	0.80	775.00	\$620.00
08/26/2014	BJS	PD	Various emails with S. Simms regarding status	0.10	775.00	\$77.50
08/26/2014	BJS	PD	Various emails with Samuel R. Maizel regarding settlement	0.20	775.00	\$155.00
08/26/2014	BJS	PD	Telephone conference with F. Farzani regarding plan issues	0.30	775.00	\$232.50
08/29/2014	BJS	PD	Review Independent Bank commitment letter	0.40	775.00	\$310.00
08/29/2014	BJS	PD	Various emails with B. Barron regarding joint plan	0.10	775.00	\$77.50
08/31/2014	BJS	PD	Various emails with B. Barron regarding plan	0.10	775.00	\$77.50
09/05/2014	BJS	PD	Various emails with B. Barron regarding Plan.	0.20	775.00	\$155.00
09/08/2014	BJS	PD	Review and revise Draft Joint Plan.	2.50	775.00	\$1,937.50
09/09/2014	BJS	PD	Travel to B. Barron and meet regarding Plan.	4.00	775.00	\$3,100.00
09/09/2014	BJS	PD	Telephone with J. Fried regarding Confirmation hearing.	0.40	775.00	\$310.00
09/09/2014	BJS	PD	Telephone call with Josh Fried regarding Plan issues.	0.40	775.00	\$310.00
09/09/2014	BJS	PD	Telephone call with D. Grasso regarding meeting with B. Barron.	0.30	775.00	\$232.50
09/09/2014	BJS	PD	Various emails with S. Sather regarding Plan.	0.30	775.00	\$232.50
09/09/2014	BJS	PD	Various emails with J. Fried regarding Plan issues.	0.30	775.00	\$232.50
09/11/2014	BJS	PD	Various emails with Joshua M. Fried regarding definitions in plan	0.20	775.00	\$155.00
09/13/2014	BJS	PD	Various emails with Joshua M. Fried regarding plan	0.30	775.00	\$232.50
09/14/2014	BJS	PD	Various emails with Joshua M. Fried regarding revisions to plan	1.00	775.00	\$775.00
09/15/2014	BJS	PD	Various emails with Joshua M. Fried regarding revisions to plan	1.00	775.00	\$775.00
09/15/2014	BJS	PD	Review and revise joint plan	0.50	775.00	\$387.50
09/15/2014	BJS	PD	Various emails with committee regarding joint plan	0.40	775.00	\$310.00
09/15/2014	BJS	PD	Various emails with B. Barron regarding joint plan	0.20	775.00	\$155.00
09/20/2014	BJS	PD	Various emails with B. Barron regarding plan	0.30	775.00	\$232.50
09/22/2014	BJS	PD	Prepare for and conduct debtor/committee plan call	1.00	775.00	\$775.00
09/22/2014	BJS	PD	Various emails with E. Wilson regarding plan	0.20	775.00	\$155.00
09/23/2014	BJS	PD	Committee call	1.00	775.00	\$775.00
09/23/2014	BJS	PD	Various emails with B. Barron regarding plan and disclosure statement	0.30	775.00	\$232.50
09/23/2014	BJS	PD	Review revised final joint plan	0.30	775.00	\$232.50
09/23/2014	BJS	PD	Various emails with Joshua M. Fried regarding issues with debtor's changes to "final" plan	0.40	775.00	\$310.00
09/27/2014	BJS	PD	Various emails with B. Barron regarding plan	0.20	775.00	\$155.00
09/29/2014	BJS	PD	Review (final) joint plan	1.50	775.00	\$1,162.50
09/29/2014	BJS	PD	Various emails with S. Sather regarding joint plan	0.20	775.00	\$155.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/29/2014	BJS	PD	Various emails with committee regarding final join plan	0.40	775.00	\$310.00
09/30/2014	BJS	PD	Prepare for and participate in debtor/committee call regarding plan	1.00	775.00	\$775.00
09/30/2014	BJS	PD	Telephone conference with B. Barron, S. Sather regarding plan	0.50	775.00	\$387.50
09/30/2014	BJS	PD	Various emails with committee regarding plan	0.40	775.00	\$310.00
09/30/2014	BJS	PD	Various emails and various conferences with D. Grasso regarding final joint plan	0.40	775.00	\$310.00
09/30/2014	BJS	PD	Various emails with S. Sather regarding final joint plan	0.30	775.00	\$232.50
09/30/2014	BJS	PD	Various emails with Joshua M. Fried regarding final joint plan	0.20	775.00	\$155.00
12/01/2014	JMF	PD	Review objections Plan.	0.40	725.00	\$290.00
12/01/2014	JMF	PD	Telephone call with B. Sandler regarding objection Plan.	0.20	725.00	\$145.00
12/01/2014	BJS	PD	Review Bexar County objection to plan	0.30	775.00	\$232.50
12/01/2014	BJS	PD	Telephone conference with Joshua M. Fried regarding UST objection	0.10	775.00	\$77.50
12/01/2014	BJS	PD	Various emails with counsel regarding plan objections	0.40	775.00	\$310.00
12/01/2014	BJS	PD	Various emails with UST regarding objection to plan	0.10	775.00	\$77.50
12/01/2014	BJS	PD	Review UST objection	0.20	775.00	\$155.00
12/01/2014	BJS	PD	Review Independent Bank objection to plan	0.10	775.00	\$77.50
12/02/2014	BJS	PD	Telephone conference with D. Bynum regarding UST's issues with GUC trust	0.50	775.00	\$387.50
12/02/2014	BJS	PD	Various emails with D. Bynum regarding GUC Trust	0.20	775.00	\$155.00
12/02/2014	BJS	PD	Telephone conference with B. Barron regarding plan modifications	0.30	775.00	\$232.50
12/02/2014	BJS	PD	Review amended objection to plan regarding Storks	0.40	775.00	\$310.00
12/02/2014	BJS	PD	Various emails with B. Barron regarding plan issues	0.30	775.00	\$232.50
12/03/2014	PJJ	PD	Create chart of Plan objections.	1.30	295.00	\$383.50
12/03/2014	JMF	PD	Telephone call with B. Sandler regarding confirmation issues.	0.30	725.00	\$217.50
12/03/2014	JMF	PD	Review issues regarding release and exculpation regarding plan objections.	0.40	725.00	\$290.00
12/03/2014	JMF	PD	Draft Grasso proffer.	0.20	725.00	\$145.00
12/03/2014	BJS	PD	Various emails with counsel regarding ballots	0.40	775.00	\$310.00
12/03/2014	BJS	PD	Review and revise joint response to plan objections	0.50	775.00	\$387.50
12/03/2014	BJS	PD	Review chart of plan objections	0.50	775.00	\$387.50
12/03/2014	BJS	PD	Review and revise Grasso proffer regarding plan	1.50	775.00	\$1,162.50
12/03/2014	BJS	PD	Various emails with UST regarding GUC trust	0.40	775.00	\$310.00
12/03/2014	BJS	PD	Review confirmation order revisions	0.50	775.00	\$387.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/03/2014	BJS	PD	Various emails with B. Barron regarding confirmation order	0.20	775.00	\$155.00
12/03/2014	BJS	PD	Various emails with B. Barron regarding confirmation hearing	0.30	775.00	\$232.50
12/04/2014	JMF	PD	Review liquidation Trust agreement and comments (1.4); telephone call with B. Sandler regarding same (.3).	0.70	725.00	\$507.50
12/04/2014	JMF	PD	Review confirmation Brief and exculpation issues.	0.80	725.00	\$580.00
12/04/2014	BJS	PD	Various emails with UST regarding plan (.4); Telephone conference with UST regarding same (.4)	0.80	775.00	\$620.00
12/04/2014	BJS	PD	Telephone conference with B. Barron regarding confirmation hearing	0.40	775.00	\$310.00
12/04/2014	BJS	PD	Various emails with S. Sather regarding confirmation order	0.30	775.00	\$232.50
12/04/2014	BJS	PD	Review and revise Grasso declaration	0.40	775.00	\$310.00
12/05/2014	JMF	PD	Review confirmation exhibits.	0.50	725.00	\$362.50
12/05/2014	JMF	PD	Review/comment regarding arguments regarding confirmation hearing.	0.30	725.00	\$217.50
12/05/2014	BJS	PD	Telephone conference with J. Landon regarding confirmation hearing	0.30	775.00	\$232.50
12/05/2014	BJS	PD	Review and revise proffer of D. Grasso	2.00	775.00	\$1,550.00
12/05/2014	BJS	PD	Telephone conference with B. Barron regarding confirmation order	0.20	775.00	\$155.00
12/05/2014	BJS	PD	Various emails with D. Grasso regarding declaration/proffer	0.20	775.00	\$155.00
12/05/2014	BJS	PD	Various emails with Joshua M. Fried regarding Grasso proffer	0.10	775.00	\$77.50
12/05/2014	BJS	PD	Various emails with B. Barron regarding objections to confirmation	0.20	775.00	\$155.00
12/05/2014	BJS	PD	Various emails with committee regarding confirmation report	0.40	775.00	\$310.00
12/06/2014	BJS	PD	Prepare for confirmation hearing	1.00	775.00	\$775.00
12/06/2014	BJS	PD	Various emails with B. Barron regarding confirmation	0.20	775.00	\$155.00
12/07/2014	BJS	PD	Prepare for confirmation	4.00	775.00	\$3,100.00
12/07/2014	BJS	PD	Meet with D. Grasso, B. Kaye regarding confirmation	1.00	775.00	\$775.00
12/07/2014	BJS	PD	Various emails with counsel regarding confirmation	0.20	775.00	\$155.00
12/07/2014	BJS	PD	Various conferences with B. Barron regarding confirmation hearing	0.10	775.00	\$77.50
12/08/2014	JMF	PD	Review confirmation on order and OUST settlement.	0.40	725.00	\$290.00
12/08/2014	JMF	PD	Telephone call with B. Sandler regarding confirmation order and OUST settlement.	0.20	725.00	\$145.00
12/08/2014	BJS	PD	Prepare for and attend confirmation hearing	4.50	775.00	\$3,487.50
12/08/2014	BJS	PD	Various emails with committee regarding	0.30	775.00	\$232.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			confirmation			
12/09/2014	BJS	PD	Various emails with committee regarding plan	0.30	775.00	\$232.50
12/09/2014	BJS	PD	Review amended schedules	0.50	775.00	\$387.50
12/10/2014	BJS	PD	Telephone conference with B. Kaye regarding trust	0.30	775.00	\$232.50
12/10/2014	BJS	PD	Various emails with UST regarding plan website	0.20	775.00	\$155.00
12/12/2014	BJS	PD	Committee call regarding confirmation	0.50	775.00	\$387.50
12/12/2014	BJS	PD	Telephone conference with B. Kaye regarding confirmation	0.10	775.00	\$77.50
12/12/2014	BJS	PD	Various emails with B. Barron, UST regarding confirmation	0.20	775.00	\$155.00
12/13/2014	BJS	PD	Review confirmation order	0.40	775.00	\$310.00
12/13/2014	BJS	PD	Review Notice	0.10	775.00	\$77.50
12/15/2014	JMF	PD	Review Plan and confirmation order and edits regarding same.	0.80	725.00	\$580.00
12/15/2014	BJS	PD	Various emails with counsel regarding confirmation order	0.50	775.00	\$387.50
12/16/2014	JMF	PD	Review confirmation regarding order additional language.	0.30	725.00	\$217.50
12/16/2014	BJS	PD	Various emails with counsel regarding confirmation order	0.50	775.00	\$387.50
12/17/2014	JMF	PD	Review confirmation order and changes regarding same.	1.10	725.00	\$797.50
12/17/2014	BJS	PD	Various emails with counsel regarding confirmation order	0.60	775.00	\$465.00
12/17/2014	BJS	PD	Various emails with B. Barron, UST regarding UST fees	0.30	775.00	\$232.50
12/18/2014	BJS	PD	Various emails with counsel regarding confirmation order	0.50	775.00	\$387.50
12/18/2014	BJS	PD	Various emails with counsel regarding confirmation order	0.40	775.00	\$310.00
12/18/2014	BJS	PD	Review Ford declaration	0.10	775.00	\$77.50
12/19/2014	BJS	PD	Review confirmation order	0.10	775.00	\$77.50
12/19/2014	BJS	PD	Review disclosure statement regarding post confirmation issues	0.40	775.00	\$310.00
12/19/2014	BJS	PD	Prepare for and attend status conference regarding confirmation order	0.80	775.00	\$620.00
12/19/2014	BJS	PD	Various emails with Court regarding confirmation order	0.20	775.00	\$155.00
12/19/2014	BJS	PD	Various emails with counsel regarding confirmation order	0.30	775.00	\$232.50
12/19/2014	BJS	PD	Review motion to amend and various emails with S. Sather regarding same	0.30	775.00	\$232.50
12/31/2014	MLM	PD	Correspondence re: certified copies of confirmation order	0.10	295.00	\$29.50
12/31/2014	BJS	PD	Various emails with Margaret L. McGee regarding trust documents	0.30	775.00	\$232.50
				<u>69.00</u>		<u>\$52,473.00</u>

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TOTAL SERVICES FOR THIS MATTER:

\$80,907.50

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Expenses

06/04/2014	RE	(1 @0.20 PER PG)	0.20
06/16/2014	RE2	SCAN/COPY (18 @0.10 PER PG)	1.80
06/16/2014	RE2	SCAN/COPY (26 @0.10 PER PG)	2.60
06/16/2014	RE2	SCAN/COPY (7 @0.10 PER PG)	0.70
06/16/2014	RE2	SCAN/COPY (18 @0.10 PER PG)	1.80
06/16/2014	RE2	SCAN/COPY (18 @0.10 PER PG)	1.80
06/26/2014	AF	Air Fare [E110] Delta Airlines, Tkt. 00674616184546, From PHL to ATL, From ATL to AUS, From AUS to ATL, From ATL to PHL, BJS	1,286.70
06/26/2014	TE	Travel Expense [E110] Travel Agency Service Fee, BJS	50.00
07/01/2014	RE2	SCAN/COPY (30 @0.10 PER PG)	3.00
07/01/2014	RE2	SCAN/COPY (15 @0.10 PER PG)	1.50
07/01/2014	RE2	SCAN/COPY (6 @0.10 PER PG)	0.60
07/01/2014	RE2	SCAN/COPY (5 @0.10 PER PG)	0.50
07/01/2014	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
07/01/2014	RE2	SCAN/COPY (3 @0.10 PER PG)	0.30
07/01/2014	RE2	SCAN/COPY (3 @0.10 PER PG)	0.30
07/01/2014	RE2	SCAN/COPY (13 @0.10 PER PG)	1.30
07/01/2014	RE2	SCAN/COPY (16 @0.10 PER PG)	1.60
07/01/2014	RE2	SCAN/COPY (23 @0.10 PER PG)	2.30
07/01/2014	RE2	SCAN/COPY (4 @0.10 PER PG)	0.40
07/01/2014	RE2	SCAN/COPY (10 @0.10 PER PG)	1.00

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07/01/2014	RE2	SCAN/COPY (4 @0.10 PER PG)	0.40
07/01/2014	RE2	SCAN/COPY (30 @0.10 PER PG)	3.00
07/01/2014	RE2	SCAN/COPY (3 @0.10 PER PG)	0.30
07/01/2014	RE2	SCAN/COPY (3 @0.10 PER PG)	0.30
07/01/2014	RE2	SCAN/COPY (12 @0.10 PER PG)	1.20
07/01/2014	RE2	SCAN/COPY (6 @0.10 PER PG)	0.60
07/01/2014	RE2	SCAN/COPY (5 @0.10 PER PG)	0.50
07/01/2014	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
07/01/2014	RE2	SCAN/COPY (3 @0.10 PER PG)	0.30
07/01/2014	RE2	SCAN/COPY (17 @0.10 PER PG)	1.70
07/01/2014	RE2	SCAN/COPY (21 @0.10 PER PG)	2.10
07/01/2014	RE2	SCAN/COPY (5 @0.10 PER PG)	0.50
07/01/2014	RE2	SCAN/COPY (5 @0.10 PER PG)	0.50
07/01/2014	RE2	SCAN/COPY (4 @0.10 PER PG)	0.40
07/01/2014	RE2	SCAN/COPY (8 @0.10 PER PG)	0.80
07/01/2014	RE2	SCAN/COPY (3 @0.10 PER PG)	0.30
07/01/2014	RE2	SCAN/COPY (3 @0.10 PER PG)	0.30
07/01/2014	RE2	SCAN/COPY (3 @0.10 PER PG)	0.30
07/01/2014	RE2	SCAN/COPY (3 @0.10 PER PG)	0.30
07/01/2014	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
07/01/2014	RE2	SCAN/COPY (2 @0.10 PER PG)	0.20

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07/01/2014	RE2	SCAN/COPY (32 @0.10 PER PG)	3.20
07/01/2014	RE2	SCAN/COPY (52 @0.10 PER PG)	5.20
07/02/2014	RE2	SCAN/COPY (74 @0.10 PER PG)	7.40
07/02/2014	RE2	SCAN/COPY (7 @0.10 PER PG)	0.70
07/02/2014	RE2	SCAN/COPY (4 @0.10 PER PG)	0.40
07/02/2014	RE2	SCAN/COPY (34 @0.10 PER PG)	3.40
07/02/2014	RE2	SCAN/COPY (3 @0.10 PER PG)	0.30
07/02/2014	RE2	SCAN/COPY (4 @0.10 PER PG)	0.40
07/02/2014	RE2	SCAN/COPY (3 @0.10 PER PG)	0.30
07/02/2014	RE2	SCAN/COPY (3 @0.10 PER PG)	0.30
07/02/2014	RE2	SCAN/COPY (4 @0.10 PER PG)	0.40
07/02/2014	RE2	SCAN/COPY (5 @0.10 PER PG)	0.50
07/03/2014	RE	(2 @0.20 PER PG)	0.40
07/03/2014	RE	(2 @0.20 PER PG)	0.40
07/03/2014	RE	(6 @0.20 PER PG)	1.20
07/03/2014	RE	(3 @0.20 PER PG)	0.60
07/03/2014	RE	(31 @0.20 PER PG)	6.20
07/03/2014	RE	(2 @0.20 PER PG)	0.40
11/05/2014	AF	Air Fare [E110] American Airlines, Tkt. 00175049653085, From PHL to CLT, From CLT to AUS, From AUS to DFW, From DFW to PHL, BJS	1,731.20
11/05/2014	TE	Travel Expense [E110] Travel Agency Service Fee, BJS	50.00
12/01/2014	RE	(4 @0.20 PER PG)	0.80

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12/01/2014	RE	(10 @0.20 PER PG)	2.00
12/01/2014	RE	(1 @0.20 PER PG)	0.20
12/01/2014	RE	(7 @0.20 PER PG)	1.40
12/01/2014	RE	(20 @0.20 PER PG)	4.00
12/01/2014	RE	(1 @0.20 PER PG)	0.20
12/02/2014	RE	(19 @0.20 PER PG)	3.80
12/02/2014	RE	(22 @0.20 PER PG)	4.40
12/02/2014	RE2	SCAN/COPY (29 @0.10 PER PG)	2.90
12/02/2014	RE2	SCAN/COPY (4 @0.10 PER PG)	0.40
12/02/2014	RE2	SCAN/COPY (33 @0.10 PER PG)	3.30
12/02/2014	RE2	SCAN/COPY (89 @0.10 PER PG)	8.90
12/03/2014	RE	(6 @0.20 PER PG)	1.20
12/03/2014	RE	(2 @0.20 PER PG)	0.40
12/03/2014	RE	(7 @0.20 PER PG)	1.40
12/03/2014	RE	(25 @0.20 PER PG)	5.00
12/03/2014	RE	(1 @0.20 PER PG)	0.20
12/03/2014	RE	(2 @0.20 PER PG)	0.40
12/03/2014	RE	(10 @0.20 PER PG)	2.00
12/03/2014	RE	(2 @0.20 PER PG)	0.40
12/03/2014	RE2	SCAN/COPY (2 @0.10 PER PG)	0.20
12/03/2014	RE2	SCAN/COPY (3 @0.10 PER PG)	0.30

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12/03/2014	RE2	SCAN/COPY (3 @0.10 PER PG)	0.30
12/03/2014	RE2	SCAN/COPY (3 @0.10 PER PG)	0.30
12/03/2014	RE2	SCAN/COPY (4 @0.10 PER PG)	0.40
12/03/2014	RE2	SCAN/COPY (4 @0.10 PER PG)	0.40
12/03/2014	RE2	SCAN/COPY (5 @0.10 PER PG)	0.50
12/03/2014	RE2	SCAN/COPY (6 @0.10 PER PG)	0.60
12/03/2014	RE2	SCAN/COPY (7 @0.10 PER PG)	0.70
12/03/2014	RE2	SCAN/COPY (7 @0.10 PER PG)	0.70
12/03/2014	RE2	SCAN/COPY (8 @0.10 PER PG)	0.80
12/03/2014	RE2	SCAN/COPY (10 @0.10 PER PG)	1.00
12/03/2014	RE2	SCAN/COPY (10 @0.10 PER PG)	1.00
12/03/2014	RE2	SCAN/COPY (26 @0.10 PER PG)	2.60
12/03/2014	RE2	SCAN/COPY (164 @0.10 PER PG)	16.40
12/04/2014	RE	(170 @0.20 PER PG)	34.00
12/04/2014	RE	(210 @0.20 PER PG)	42.00
12/04/2014	RE	(16 @0.20 PER PG)	3.20
12/04/2014	RE2	SCAN/COPY (2 @0.10 PER PG)	0.20
12/04/2014	RE2	SCAN/COPY (2 @0.10 PER PG)	0.20
12/04/2014	RE2	SCAN/COPY (6 @0.10 PER PG)	0.60
12/04/2014	RE2	SCAN/COPY (15 @0.10 PER PG)	1.50
12/04/2014	RE2	SCAN/COPY (23 @0.10 PER PG)	2.30

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12/04/2014	RE2	SCAN/COPY (35 @0.10 PER PG)	3.50
12/04/2014	RE2	SCAN/COPY (39 @0.10 PER PG)	3.90
12/04/2014	RE2	SCAN/COPY (44 @0.10 PER PG)	4.40
12/04/2014	RE2	SCAN/COPY (71 @0.10 PER PG)	7.10
12/04/2014	RE2	SCAN/COPY (164 @0.10 PER PG)	16.40
12/04/2014	RE2	SCAN/COPY (164 @0.10 PER PG)	16.40
12/05/2014	RE	(1 @0.20 PER PG)	0.20
12/05/2014	RE	(4 @0.20 PER PG)	0.80
12/05/2014	RE	(1 @0.20 PER PG)	0.20
12/05/2014	RE	(41 @0.20 PER PG)	8.20
12/05/2014	RE2	SCAN/COPY (4 @0.10 PER PG)	0.40
12/05/2014	RE2	SCAN/COPY (24 @0.10 PER PG)	2.40
12/05/2014	RE2	SCAN/COPY (90 @0.10 PER PG)	9.00
12/05/2014	RE2	SCAN/COPY (21 @0.10 PER PG)	2.10
12/05/2014	RE2	SCAN/COPY (28 @0.10 PER PG)	2.80
12/06/2014	RE2	SCAN/COPY (246 @0.10 PER PG)	24.60
12/09/2014	RE	(784 @0.20 PER PG)	156.80
12/09/2014	RE	(780 @0.20 PER PG)	156.00
12/09/2014	RE2	SCAN/COPY (113 @0.10 PER PG)	11.30
12/09/2014	RE2	SCAN/COPY (272 @0.10 PER PG)	27.20
12/09/2014	RE2	SCAN/COPY (25 @0.10 PER PG)	2.50

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12/09/2014	RE2	SCAN/COPY (129 @0.10 PER PG)	12.90
12/09/2014	RE2	SCAN/COPY (179 @0.10 PER PG)	17.90
12/10/2014	RE2	SCAN/COPY (29 @0.10 PER PG)	2.90
12/12/2014	RE2	SCAN/COPY (36 @0.10 PER PG)	3.60
12/12/2014	WL	28294.00002 Westlaw Charges for 12-12-14	89.00
12/12/2014	WL	28294.00002 Westlaw Charges for 12-12-14	123.67
12/15/2014	WL	28294.00002 Westlaw Charges for 12-15-14	99.00
12/15/2014	WL	28294.00002 Westlaw Charges for 12-15-14	137.57
12/16/2014	RE	(2 @0.20 PER PG)	0.40
12/17/2014	RE2	SCAN/COPY (9 @0.10 PER PG)	0.90
12/17/2014	RE2	SCAN/COPY (65 @0.10 PER PG)	6.50
12/19/2014	RE2	SCAN/COPY (84 @0.10 PER PG)	8.40
12/19/2014	RE2	SCAN/COPY (84 @0.10 PER PG)	8.40
12/22/2014	RE	(10 @0.20 PER PG)	2.00
12/31/2014	PAC	Pacer - Court Research	149.80
Total Expenses for this Matter			\$4,458.24

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REMITTANCE ADVICE

Please include this Remittance Advice with your payment

For current services rendered through 12/31/2014

Total Fees	\$80,907.50
Total Expenses	\$4,458.24
Total Due on Current Invoice.....	\$85,365.74

Outstanding Balance from prior Invoices as of 12/31/2014 (May not reflect recent payments)

Invoice Number	Invoice Date	Fees Billed	Expenses Billed	Balance Due
106537	04/30/2014	\$55,703.50	\$2,091.15	\$57,794.65
106538	05/31/2014	\$94,373.00	\$5,419.20	\$99,792.20
106543	06/30/2014	\$59,967.00	\$328.21	\$60,295.21
106867	07/31/2014	\$104,807.75	\$5,189.32	\$109,953.40
107216	08/31/2014	\$31,089.50	\$8,839.47	\$38,911.76
107503	09/30/2014	\$28,191.25	\$2,068.04	\$30,259.29
108112	10/31/2014	\$51,514.00	\$2,832.45	\$54,346.45
108187	11/30/2014	\$18,669.50	\$250.40	\$18,919.90
Total Amount Due on Current and Prior Invoices				\$555,638.60

Pachulski Stang Ziehl & Jones LLP

919 North Market Street
17th Floor
Wilmington, DE 19801

February 11, 2015

BJS

Invoice 108908

Client 28294

Matter 00002

BJS

RE: Committee Representation

STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 01/31/2015

FEES	\$5,451.50
EXPENSES	\$2,200.52
TOTAL CURRENT CHARGES	\$7,652.02
BALANCE FORWARD	\$557,106.73
A/R Adjustments	-\$7,652.02
TOTAL BALANCE DUE	\$557,106.73

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Summary of Services by Task Code

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
BO	Business Operations	0.20	\$165.00
CA	Case Administration [B110]	2.70	\$947.50
CO	Claims Admin/Objections[B310]	0.30	\$247.50
EC	Executory Contracts [B185]	0.70	\$347.00
F	Fees of Professionals	3.70	\$1,334.00
H	Hearings	0.30	\$91.50
PD	Plan & Disclosure Stmt. [B320]	3.00	\$2,319.00
		<u>10.90</u>	<u>\$5,451.50</u>

Summary of Services by Professional

<u>ID</u>	<u>Name</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
BJS	Sandler, Bradford J.	Partner	825.00	3.60	\$2,970.00
BMK	Koveleski, Beatrice M.	Other	225.00	0.10	\$22.50
JMF	Fried, Joshua M.	Partner	750.00	0.60	\$450.00
KSN	Neil, Karen S.	Other	225.00	0.30	\$67.50
LAF	Forrester, Leslie A.	Other	325.00	1.00	\$325.00
MLM	McGee, Margaret L.	Paralegal	305.00	2.70	\$823.50
PJJ	Jeffries, Patricia J.	Paralegal	305.00	2.60	\$793.00
				<u>10.90</u>	<u>\$5,451.50</u>

Summary of Expenses

<u>Description</u>	<u>Amount</u>
Auto Travel Expense [E109]	\$737.49
Conference Call [E105]	\$35.15
Federal Express [E108]	\$23.62

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Summary of Expenses

<u>Description</u>	<u>Amount</u>
Hotel Expense [E110]	\$1,257.16
Pacer - Court Research	\$26.70
Reproduction Expense [E101]	\$26.60
Reproduction/ Scan Copy	\$93.80
	<hr/>
	\$2,200.52

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Business Operations						
01/21/2015	BJS	BO	Review operating report	0.20	825.00	\$165.00
				0.20		\$165.00
Case Administration [B110]						
01/05/2015	KSN	CA	Maintain document control.	0.30	225.00	\$67.50
01/07/2015	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings; circulate same to counsel	0.20	305.00	\$61.00
01/07/2015	BJS	CA	Review critical dates and discuss with Margaret L. McGee	0.10	825.00	\$82.50
01/08/2015	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	305.00	\$30.50
01/08/2015	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	305.00	\$30.50
01/12/2015	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	305.00	\$30.50
01/12/2015	BMK	CA	Prepared daily memo narrative and coordinated client distribution.	0.10	225.00	\$22.50
01/13/2015	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	305.00	\$30.50
01/13/2015	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	305.00	\$30.50
01/14/2015	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings; circulate same	0.20	305.00	\$61.00
01/14/2015	BJS	CA	Review critical dates and discuss with Margaret L. McGee	0.10	825.00	\$82.50
01/20/2015	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	305.00	\$30.50
01/21/2015	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	305.00	\$30.50
01/21/2015	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	305.00	\$30.50
01/23/2015	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	305.00	\$30.50
01/26/2015	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings; circulate same	0.20	305.00	\$61.00
01/26/2015	BJS	CA	Review critical dates and discus with Margaret L.	0.10	825.00	\$82.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			McGee			
01/27/2015	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	305.00	\$30.50
01/27/2015	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	305.00	\$30.50
01/28/2015	MLM	CA	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	305.00	\$30.50
01/28/2015	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	305.00	\$30.50
01/29/2015	MLM	CA	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	305.00	\$30.50
				<u>2.70</u>		<u>\$947.50</u>

Claims Admin/Objections[B310]

01/06/2015	BJS	CO	Various emails with B. Barron regarding rejection damage claims	0.10	825.00	\$82.50
01/22/2015	BJS	CO	Various emails with J. Landon regarding motion to allow late claims	0.20	825.00	\$165.00
				<u>0.30</u>		<u>\$247.50</u>

Executory Contracts [B185]

01/14/2015	JMF	EC	Review motion to allow late rejection damage claim.	0.20	750.00	\$150.00
01/14/2015	JMF	EC	Telephone call with B. Sandler regarding motion to allow late rejection claim.	0.10	750.00	\$75.00
01/14/2015	MLM	EC	Correspondence with S. Cho re: Norwood motion re: lease rejection	0.10	305.00	\$30.50
01/15/2015	PJJ	EC	Review docket re Norwood rejection claim.	0.30	305.00	\$91.50
				<u>0.70</u>		<u>\$347.00</u>

Fees of Professionals

01/08/2015	BJS	F	VARious emails with Joshua M. Fried regarding PSZJ/FTI fees	0.10	825.00	\$82.50
01/13/2015	PJJ	F	Draft monthly fee statement.	1.00	305.00	\$305.00
01/14/2015	PJJ	F	Review/revise monthly fee statement.	0.20	305.00	\$61.00
01/14/2015	JMF	F	Review prebill regarding fee application.	0.30	750.00	\$225.00
01/15/2015	PJJ	F	Telephone call with J. Fried re monthly fee statement.	0.20	305.00	\$61.00
01/15/2015	PJJ	F	Emails t/f FTI re monthly fee statements.	0.20	305.00	\$61.00
01/16/2015	LAF	F	Work on fees chart	1.00	325.00	\$325.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/16/2015	PJJ	F	Work on fee statement.	0.70	305.00	\$213.50
				3.70		\$1,334.00

Hearings

01/20/2015	MLM	H	Correspondence re: 2/5 telephonic appearance	0.10	305.00	\$30.50
01/21/2015	MLM	H	Correspondence with A. Prentice re: 2/5 hearing (telephonic appearance for B. Sandler); research re: same	0.20	305.00	\$61.00
				0.30		\$91.50

Plan & Disclosure Stmt. [B320]

01/05/2015	MLM	PD	Correspondence with A. Prentice re: confirmation order	0.10	305.00	\$30.50
01/05/2015	BJS	PD	Various emails with Margaret L. McGee regarding trust/confirmation order	0.20	825.00	\$165.00
01/05/2015	BJS	PD	Various emails with Margaret L. McGee regarding Trust issues	0.10	825.00	\$82.50
01/05/2015	BJS	PD	Various emails with B. Kaye regarding trust formation	0.20	825.00	\$165.00
01/06/2015	BJS	PD	Various emails with Margaret L. McGee regarding trust formation	0.20	825.00	\$165.00
01/07/2015	BJS	PD	Various emails with B. Kaye regarding Trust formation	0.20	825.00	\$165.00
01/13/2015	BJS	PD	Various emails with S. Sather regarding Liquidating Trust Agreement (.1); Various emails with B. Kaye regarding Liquidating Trust Agreement (.1); Various emails with Margaret L. McGee regarding Liquidating Trust Agreement (.2)	0.40	825.00	\$330.00
01/15/2015	BJS	PD	Various emails with counsel regarding Liquidating Trust Agreement	0.40	825.00	\$330.00
01/16/2015	MLM	PD	Correspondence re: confirmation order with B. Sandler	0.10	305.00	\$30.50
01/16/2015	MLM	PD	Finalize and send Liquidating Trust Agreement to B. Kaye	0.10	305.00	\$30.50
01/16/2015	BJS	PD	Telephone conference with B. Rohwer regarding claims	0.20	825.00	\$165.00
01/19/2015	BJS	PD	Various emails with B. Barron regarding oversight committee membership	0.20	825.00	\$165.00
01/20/2015	BJS	PD	Various emails with committee regarding plan effective date issues	0.30	825.00	\$247.50
01/26/2015	BJS	PD	Various emails with B. Kaye regarding funding	0.10	825.00	\$82.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/26/2015	BJS	PD	Various emails with B. Barron regarding Liquidating Trust Agreement; Various emails with B. Kaye regarding same	0.20	825.00	\$165.00
				<u>3.00</u>		<u>\$2,319.00</u>
TOTAL SERVICES FOR THIS MATTER:						\$5,451.50

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Expenses

08/11/2014	CC	Conference Call [E105] AT&T Conference Call, BJS	2.08
08/21/2014	CC	Conference Call [E105] AT&T Conference Call, BJS	7.16
09/23/2014	CC	Conference Call [E105] AT&T Conference Call, BRS	5.69
09/23/2014	CC	Conference Call [E105] AT&T Conference Call, BRS	5.69
09/30/2014	CC	Conference Call [E105] AT&T Conference Call, BJS	2.83
09/30/2014	CC	Conference Call [E105] AT&T Conference Call, BJS	2.83
10/07/2014	CC	Conference Call [E105] AT&T Conference Call, BJS	4.41
11/26/2014	CC	Conference Call [E105] AT&T Conference Call, BJS	4.46
12/07/2014	AT	Auto Travel Expense [E109] Eagle Transportation Services, From Residence to PHL, BJS	149.88
12/08/2014	AT	Auto Travel Expense [E109] Uber Cab Services, BJS	6.41
12/08/2014	AT	Auto Travel Expense [E109] Uber Cab Service, BJS	9.40
12/08/2014	AT	Auto Travel Expense [E109] Uber Cab Service, BJS	5.33
12/08/2014	AT	Auto Travel Expense [E109] Eagle Transportation Services, From HL to Residence, BJS	115.96
12/09/2014	AT	Auto Travel Expense [E109] Uber Cab Services, BJS	3.64
12/09/2014	AT	Auto Travel Expense [E109] Uber Cab Services, BJS	24.57
12/09/2014	AT	Auto Travel Expense [E109] Uber Cab Services, BJS	30.00
12/09/2014	AT	Auto Travel Expense [E109] Uber Cab Services, BJS	30.00
12/09/2014	HT	Hotel Expense [E110] W Austin Hotel, 12/08/14-12/08/14, 1 night, BJS	390.02
12/09/2014	HT	Hotel Expense [E110] W Austin Hotel, 12/07/14-12/08/14, 1 night, BJS	425.02

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12/09/2014	HT	Hotel Expense [E110] W Austin Hotel, 12/08/14-12/08/14, 1 night, Comittee Member	442.12
12/11/2014	AT	Auto Travel Expense [E109] Music Express Transportation Services, From AUS to W Hotel, BJS	182.90
12/17/2014	AT	Auto Travel Expense [E109] Music Express Transportation Services, From W Hotel to Court, BJS	179.40
01/05/2015	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
01/07/2015	RE2	SCAN/COPY (36 @0.10 PER PG)	3.60
01/08/2015	RE	(2 @0.20 PER PG)	0.40
01/08/2015	RE	(3 @0.20 PER PG)	0.60
01/08/2015	RE	(9 @0.20 PER PG)	1.80
01/08/2015	RE	(22 @0.20 PER PG)	4.40
01/08/2015	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
01/08/2015	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
01/08/2015	RE2	SCAN/COPY (26 @0.10 PER PG)	2.60
01/12/2015	RE	(1 @0.20 PER PG)	0.20
01/12/2015	RE	(2 @0.20 PER PG)	0.40
01/13/2015	FE	28294.00002 FedEx Charges for 01-13-15	12.06
01/13/2015	RE	(4 @0.20 PER PG)	0.80
01/13/2015	RE2	SCAN/COPY (31 @0.10 PER PG)	3.10
01/14/2015	RE	(24 @0.20 PER PG)	4.80
01/16/2015	FE	28294.00002 FedEx Charges for 01-16-15	11.56
01/16/2015	RE2	SCAN/COPY (3 @0.10 PER PG)	0.30

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01/16/2015	RE2	SCAN/COPY (75 @0.10 PER PG)	7.50
01/20/2015	RE	(1 @0.20 PER PG)	0.20
01/20/2015	RE	(9 @0.20 PER PG)	1.80
01/20/2015	RE2	SCAN/COPY (75 @0.10 PER PG)	7.50
01/21/2015	RE	(39 @0.20 PER PG)	7.80
01/22/2015	RE2	SCAN/COPY (23 @0.10 PER PG)	2.30
01/22/2015	RE2	SCAN/COPY (661 @0.10 PER PG)	66.10
01/23/2015	RE	(1 @0.20 PER PG)	0.20
01/23/2015	RE	(10 @0.20 PER PG)	2.00
01/27/2015	RE	(2 @0.20 PER PG)	0.40
01/28/2015	RE	(1 @0.20 PER PG)	0.20
01/28/2015	RE	(3 @0.20 PER PG)	0.60
01/28/2015	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
01/28/2015	RE2	SCAN/COPY (2 @0.10 PER PG)	0.20
01/28/2015	RE2	SCAN/COPY (2 @0.10 PER PG)	0.20
01/31/2015	PAC	Pacer - Court Research	26.70

Total Expenses for this Matter

\$2,200.52

Pachulski Stang Ziehl & Jones LLP
Fired Up O.C.C.
28294 00002

Page: 11
Invoice 108908
February 11, 2015

REMITTANCE ADVICE

Please include this Remittance Advice with your payment

For current services rendered through 02/11/2015

Total Fees	\$5,451.50
Chargeable costs and disbursements	\$2,200.52
Total Due on Current Invoice.....	\$7,652.02

Outstanding Balance from prior Invoices as of 01/31/2015 (May not reflect recent payments)

Invoice Number	Invoice Date	Fees Billed	Expenses Billed	Balance Due
106537	04/30/2014	\$55,703.50	\$2,091.15	\$55,678.65
106538	05/31/2014	\$94,373.00	\$5,419.20	\$95,734.30
106543	06/30/2014	\$59,967.00	\$328.21	\$60,295.21
106867	07/31/2014	\$104,807.75	\$5,189.32	\$109,943.41
107216	08/31/2014	\$31,089.50	\$8,839.47	\$38,911.76
107503	09/30/2014	\$28,191.25	\$2,068.04	\$30,259.29
108112	10/31/2014	\$51,514.00	\$2,832.45	\$54,346.45
108187	11/30/2014	\$18,669.50	\$250.40	\$18,919.90
108471	12/31/2014	\$80,907.50	\$4,458.24	\$85,365.74

Total Amount Due on Current and Prior Invoices	\$557,106.73
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EXHIBIT C

(Fee Summary Charts)

EXHIBIT C

SUMMARY OF PROFESSIONAL SERVICES
(October 1, 2014 – January 31, 2015)

NAME/CAPACITY	TOTAL HOURS	RATE	TOTAL SERVICES
Bradford J. Sandler, Partner	115.80	\$775.00	\$89,745.00
Bradford J. Sandler, Partner	18.00	\$387.50	\$ 6,975.00
Bradford J. Sandler, Partner	3.60	\$825.00	\$ 2,970.00
Beatrice M. Koveleski, Case Mgmt Assist.	.10	\$225.00	\$ 22.50
Joshua M. Fried, Partner	32.60	\$725.00	\$23,635.00
Joshua M. Fried, Partner	.60	\$750.00	\$ 450.00
Karen S. Neil, Case Mgmt Assist.	1.70	\$215.00	\$ 365.50
Karen S. Neil, Case Mgmt Assist.	.30	\$225.00	\$ 67.50
Leslie Ann Forrester, Law Lib. Director	3.60	\$295.00	\$ 1,062.00
Leslie Ann Forrester, Law Lib. Director	1.00	\$325.00	\$ 325.00
Margaret L. McGee, Paralegal	14.90	\$295.00	\$ 4,395.50
Margaret L. McGee, Paralegal	2.70	\$305.00	\$ 823.50
Patricia J. Jeffries, Paralegal	37.40	\$295.00	\$11,033.00
Patricia J. Jeffries, Paralegal	2.60	\$305.00	\$ 793.00
Robert M. Saunders, Of Counsel	5.70	\$325.00	\$ 1,852.50
Robert M. Saunders, Of Counsel	14.60	\$650.00	\$ 9,490.00
Shirley S. Cho, Of Counsel	3.50	\$725.00	\$ 2,537.50
Totals	258.70		\$156,542.50

BILLING CATEGORY	TOTAL HOURS	TOTAL FEES
Asset Disposition	3.60	\$ 2,790.00
Business Operations	.80	\$ 630.00
Case Administration	20.00	\$ 7,818.50
Claims Administration/Objection	.90	\$ 682.50
Creditor Meetings and Communications	25.10	\$13,526.50
Executory Contracts	2.00	\$ 1,256.50
Fees of Professionals	32.10	\$14,520.00
Financing/Cash Collateral	7.30	\$ 5,607.50
Hearings	7.30	\$ 4,270.50
Litigation	1.40	\$ 413.00
Non-Working Travel (Billed at ½ rate)	23.70	\$ 8,827.50
Plan and Disclosure Statement	134.50	\$96,200.00
Totals	258.70	\$156,542.50

EXHIBIT D

(Expense Summary Charts)

EXHIBIT D

SUMMARY OF ACTUAL AND NECESSARY EXPENSES INCURRED
(October 1, 2014 – January 31, 2015)

EXPENSE	RATE	TOTAL EXPENSE
Air Fare	Coach – Philly/O’Hare/TX BJS; Coach – LAX/Austin/SFO JMF	\$3,860.10
Airport Parking	Actual Cost	\$ 87.00
Auto Travel Expense	Actual Cost, cab fare	\$ 737.49
Bloomberg – Online Research	Actual Cost	\$ 233.00
Conference Call	Actual Cost	\$ 35.15
Hotel Expense	Omni, Austin JMF	\$2,000.76
Pacer – Court Research	Actual Cost	\$ 285.70
Reproduction Expense	@ \$.20 per page	\$ 823.00
Reproduction/Scan Copy	@ \$.10 per page	\$ 648.20
Travel Expense	Actual Cost – In-flight internet	\$ 411.35
Westlaw – Legal Research	Actual Cost	\$ 449.24
Grand Total		\$9,570.99

EXHIBIT E

(Committee Member Expense Reimbursements)

**SUMMARY OF EXPENSES INCURRED BY
MEMBERS OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF FIRED UP, INC.
DURING THE THIRD INTERIM FEE PERIOD
(October 1, 2014 – January 31, 2015)**

<u>Committee Member Institution</u>	<u>Representative</u>	<u>Amount</u>
Ben E. Keith Company	Richard Grasso	\$245.40
The Coca-Cola Company	William Kaye	\$1,996.04
Total Expense Reimbursement		\$2,241.44

EXHIBIT F
(Fee Summary Charts)
April 8, 2014 – January 31, 2015

EXHIBIT F

SUMMARY OF PROFESSIONAL SERVICES
(April 8, 2014 – January 31, 2015)

NAME/CAPACITY	TOTAL HOURS	RATE	TOTAL SERVICES
Bradford J. Sandler, Partner	41.00	\$387.50	\$ 15,887.50
Bradford J. Sandler, Partner	200.90	\$775.00	\$155,697.50
Bradford J. Sandler, Partner	3.60	\$825.00	\$ 2,970.00
Beatrice M. Koveleski, Case Mgmt Assist.	.10	\$215.00	\$ 21.50
Beatrice M. Koveleski, Case Mgmt Assist.	.10	\$225.00	\$ 22.50
Erin Gray, Of Counsel	2.60	\$650.00	\$ 1,690.00
Joshua M. Fried, Partner	42.80	\$362.50	\$ 15,515.00
Joshua M. Fried, Partner	285.10	\$725.00	\$206,697.50
Joshua M. Fried, Partner	.60	\$750.00	\$ 450.00
Karen S. Neil, Case Mgmt Assist.	4.30	\$215.00	\$ 924.50
Karen S. Neil, Case Mgmt Assist.	.30	\$225.00	\$ 67.50
Leslie Ann Forrester, Law Lib. Director	28.00	\$295.00	\$ 8,260.00
Leslie Ann Forrester, Law Lib. Director	1.00	\$325.00	\$ 325.00
Margaret L. McGee, Paralegal	55.30	\$295.00	\$ 16,313.50
Margaret L. McGee, Paralegal	2.70	\$305.00	\$ 823.50
Maxim B. Litvak, Partner	45.20	\$775.00	\$ 35,030.00
Patricia J. Jeffries, Paralegal	127.50	\$295.00	\$ 37,612.50
Patricia J. Jeffries, Paralegal	2.60	\$305.00	\$ 793.00
Peter J. Keane, Associate	8.00	\$475.00	\$ 3,800.00
Robert M. Saunders, Of Counsel	5.70	\$325.00	\$ 1,852.50
Robert M. Saunders, Of Counsel	14.60	\$650.00	\$ 9,490.00
Shirley S. Cho, Of Counsel	14.40	\$725.00	\$ 10,440.00
Totals	886.40 (net of 10.2 hours previously written off by Firm)		\$524,683.50
(less 5% discount on fees)			\$498,449.32
Blended Rate after 5% discount plus write down of 10.2 hours = \$555.93			

BILLING CATEGORY	TOTAL HOURS	TOTAL FEES
Asset Analysis/Recovery	12.40	\$ 5,050.00
Asset Disposition	11.80	\$ 8,745.00
Avoidance Actions	0.30	\$ 232.50
Business Operations	8.80	\$ 5,601.00
Case Administration	66.50	\$ 25,332.00
Claim Administration/Objection	1.40	\$ 941.00
Claims Administration/Objection	24.80	\$ 11,546.00
Committee/Debtor	4.90	\$ 3,612.50
Communications/Consult w/Client	2.00	\$ 1,407.00
Creditor Meetings and Communications	50.90	\$ 30,507.50
Employee Benefits/Pension	0.20	\$ 59.00
Employment of Professionals	63.50	\$ 35,625.50
Executory Contracts	14.30	\$ 9,205.00
Fees of Professionals	110.00	\$ 53,721.50
Financing/Cash Collateral	76.30	\$ 53,176.50
Hearings	54.90	\$ 36,490.50
Litigation	52.10	\$ 36,516.50
Non-Working Travel (Billed at ½ rate)	89.50	\$ 33,255.00
Plan and Disclosure Statement	225.40	\$161,922.50
Real Estate	7.60	\$ 5,057.00
Stay Litigation/Adequate Protection	8.40	\$ 6,390.00
Valuation	0.40	\$ 290.00
Total	886.40	\$524,683.50

EXHIBIT G

Rates for Committee and Debtor Counsel by Texas Firms in Texas Cases

Rates for Committee and Debtor Counsel by Firms in Texas Cases

Case	Counsel	Rates	Blended or Average Rates
ATP Oil & Gas Corp., Case No. 12-36187 (Bankr. S.D. Tex.)	<u>Debtor:</u> Mayer Brown (4 th Interim) <u>OCC:</u> Milbank Tweed (5 th Interim)	MB: Atty: \$360-\$975 Pgl/paraprof: \$110-\$335 Milbank: Atty: \$680-\$1,075 Pgl: \$135-\$230.	MB: \$621.30 Milbank: \$752.52
Baytown Navigation, Case No. 11-35926 (Bankr. S.D. Tex.)	<u>Debtor:</u> Bracewell Giuliani (final) <u>OCC:</u> Jager Smith (final)	BG: Atty \$380-\$1,125 Pgl/staff \$240-\$270 JS: Atty: \$450 Pgl: \$200	BG: \$616.40 JS: \$409.43
Erickson Retirement Communities Case No. 09-37010 (Bankr. N.D. Tex.)	<u>Debtor:</u> DLA Piper (final) <u>OCC:</u> Bracewell Giuliani (final)	DLA: Atty: \$335-\$940 Pgl: \$185-\$290 BG: Atty: \$285-\$850 Pgl/Paraprof. \$205-\$250	DLA: \$584.98 (average rate) BG: \$502.20
Global Geophysical Services Case No. 14-20130 (Bankr. S.D. Tex.)	<u>Debtor:</u> Baker Botts (2 nd Interim) <u>OCC:</u> Greenberg Traurig (2 nd Interim)	BB: Atty: \$275-\$975 Paraprof: \$150-\$250 GT: Atty: \$360-\$918 Paraprof: \$166.50-\$256.50	BB: \$560.91 GT: \$571.01
Crescent Resources, Case No. 09-11507 (Bankr. W.D. Tex.)	<u>Debtor:</u> Weil, Gotshal & Manges (final) <u>OCC:</u> Martinec, Winn, Vickers & McElroy (final)	WGM: Atty: \$515-\$990 Pgl: \$230 Martinec: Atty: \$350-\$400 Pgl: \$100	WGM: \$527 (average hourly rate) Martinec: \$261.86 (average hourly rate)
Idearc Case No. 09-31828 (Bankr. D. N.D. Tex.)	<u>Debtor:</u> Fulbright & Jaworski (final) <u>OCC:</u> Milbank Tweed (final)	F&J: Atty \$195-\$850 Paraprof: \$35-\$250 MT: Atty: \$285-\$995 Paraprof: \$193.57-\$245.74 (blended)	F&J: 382.57 (including discount by firm) MT: \$673.29 ³
VPR Operating Case No. 13-10599 (Bankr. W.D. Tex.)	<u>Debtor:</u> Patton Boggs (until 7/13) (final) <u>Debtor:</u> Holland & Knight (7/13 through 5/14) (final) <u>OCC:</u> Brown McCarroll & Husch Blackwell (final)	PB: Atty: \$460-\$795 HK: Atty: \$320 -\$755 HB: Atty: \$325-\$550 Pgl: \$195	PB: \$491.38-\$572.34 HK: \$574 (average rate) HB: \$333.22 (average rate)

³ Order approved slightly modified amount than as set forth in application.